

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
842 ACP	Attachment	Attachment	01/04/2001				MPSCfillingMedline.doc
843 ACP	Attachment	Attachment	01/04/2001				MPSCfilling.doc
844 ACP	Email	Email	01/03/2001	Dietrich-Alan	Hanson-Mike; Jacobson-Eric; Leyendecker-Rodney; capantzia@phjw.com	Anderson Badinman-Susan Dietrich-Alan	PSA Application
845 ACP	Email	Email	01/03/2001	Patrizia, Charles A.	Dietrich-Alan	Jacobson-Eric	Montana PSC application Department of Public Service-Regulation
846 ACP	Attachment	Attachment	01/03/2001				Attached email from Charles Patrizia to Alan Dietrich containing comments
847 ACP	Attachment	Attachment	01/03/2001				Attached email from Charles Patrizia to Alan Dietrich containing comments
848 ACP	Attachment	Attachment	01/03/2001				Draft Joint Application [containing C. Patrizia comments]
849 AWP	Email	Email	01/03/2001	Jacobsen-Eric	Dietrich-Alan		Email attaching draft MPSC filing
850 AWP	Attachment	Attachment	01/03/2001				MPSCfilling12.31.00.doc
851 ACP	Email	Email	03/05/2002	Kline-Scott C.	Young-Michael; Dietrich-Alan; Pohl-Cutts	Har-Henry C.	NORTHWESTERN BONDS - Business Description and Summary backup
852 ACP	Attachment	Attachment	03/05/2002				NORTHWESTERNBONDS - Business Description and Summary (NSG).v2.DOC
853 ACP	Email	Email	03/08/2002	Dietrich-Alan	Wagner-Dennis; Huber-Cory; Gross-Cycle; Hanson-Scott; kline@paulhastings.com; Young-Jana	Pohl-Cutts; evanmutholland@paulhastings.com; Young-Michael	FW: Back-Up Documentation
854 ACP	Attachment	Attachment	03/08/2002				Business Description.DOC
855 ACP	Email	Email	04/04/2002	Voytek-Michael	Dietrich-Alan		RE: SD PUC Review
856 ACP	Email	Email	04/03/2002	Voytek-Michael	michaelvoytek@paulhastings.com	Jacobsen-Eric	SD PUC Review
857 ACP/AWP	Email	Email	03/28/2002	Dietrich-Alan	Nieman-Michael L		FW: Form 10-K March 2001
858 ACP/AWP	Attachment	Attachment	03/27/2002				Attached draft Form 10-K [containing PHJW comments]
859 ACP/AWP	Email	Email	03/26/2002	Kline-Scott C.	Dietrich-Alan; Young-Michael		FW: Draft of NorthWestern Energy, LLC 10-K
860 ACP/AWP	Attachment	Attachment	03/26/2002				Attached draft Form 10-K [containing PHJW comments]
861 ACP/AWP	Email	Email	11/11/2002	Levin-Janice E.	flasker@oravath.com	Jacobsen-Eric; Dietrich-Alan; Knap-Torn; Irving-Eudia A.; Voytek, Michael; Ballew-Douglas R.	NW GM Legal Opinion & Officer's Certificate
862 ACP/AWP	Attachment	Attachment	11/11/2002				Northwestern Engineer's Certificate(v2).DOC
863 ACP/AWP	Attachment	Attachment	11/11/2002				NorthWestern Legal Opinion(v2).DOC
864 ACP/AWP	Email	Email	11/09/2002	Voytek-Michael	Jacobsen-Eric; Dietrich-Alan; Knap-Torn	Irving-Eudia A.; McCannick-James and Officer's C certificate	FW: NorthWestern Corporation - Opinion of Counsel

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
865	ACPI/AWP	Email	11/08/2002	Sachs-Omri	christopher_c_holly@bankone.com		
866	ACPI/AWP	Attachment	11/08/2002		Alan Karel (E-mail); Richard Scott (E-mail); Hanson-Mike (CEO); Dietrich-Alan; Marion-Michael P.; Irving-Eusid A.; Voytek-Michael; McCannick-James; Showalter-Patricia	PCRB-1993A-MontanaOpinionBL.pdf	NorthWestern - Pollution Control Revenue Refunding Bonds Series 1993A
867	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-MontanaOpinionBL.pdf	
868	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-BondOpinion.pdf	
869	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-Series In-House Opinion	
870	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-Series In-House Opinion	
871	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-Series In-House Opinion	
872	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-Series In-House Opinion	
873	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-Series In-House Opinion	
874	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-Series In-House Opinion	
875	ACPI/AWP	Attachment	11/08/2002			PCRB-1993A-Series In-House Opinion	
876	ACPI/AWP	Email	11/08/2002	Sachs-Omri	Alan Karel (E-mail); Hanson-Mike (CEO); Marion-Michael P.; Dietrich-Alan; Knapp-Tom; McCannick-James; Showalter-Patricia	Voytek-Michael; Irving-Eusid A.; McCannick-James; Showalter-Patricia	NorthWestern - Assignment of Transition Bonds
877	ACPI/AWP	Attachment	11/08/2002			TransitionBonds-PHWOpinion.pdf	
878	ACPI/AWP	Attachment	11/08/2002			TransitionBonds-MontanaOpinion.pdf	
879	ACPI/AWP	Attachment	11/08/2002			TransitionBonds-NWEOpinion.pdf	
880	ACPI/AWP	Attachment	11/08/2002			NWE Opinion.pdf	
881	ACPI/AWP	Attachment	11/08/2002			NWE Opinion [Transition].pdf	
882	ACPI/AWP	Attachment	11/08/2002			Assignment Agreement [Transition Bonds].pdf	
883	ACPI/AWP	Email	11/08/2002	S.	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom; Irving-Eusid A.; Voytek-Michael	Forwarding email from Michael Voytek	
884	ACPI/AWP	Attachment	11/08/2002			LegalOpinion(v1).DOC	
885	ACPI/AWP	Attachment	11/08/2002			Officer's Certificate(v1).DOC	
886	ACPI/AWP	Attachment	11/07/2002			QUPPS-3rdSupplement-BL.pdf	
887	ACPI/AWP	Email	11/04/2002	Sachs-Omri	Knapp-Tom; Dietrich-Alan; Marion-Michael P.; Alan Karel (E-mail); Mary Scrim Dyre (E-mail); alamay@crowleylaw.com	Voytek-Michael	NorthWestern - Assignment of 1st Mortgage
888	ACPI/AWP	Attachment	11/04/2002			1stMortgage-OfficerNWE.pdf	
889	ACPI/AWP	Attachment	11/04/2002			1stMortgage-OfficerNWE-BL.pdf	
890	ACPI/AWP	Attachment	11/04/2002			1stMortgage-PHWOpinion.pdf	
891	ACPI/AWP	Attachment	11/04/2002			1stMortgage-PHWOpinionBL.pdf	
892	ACPI/AWP	Attachment	11/04/2002			1stMortgage-MontanaOpinion.pdf	
893	ACPI/AWP	Attachment	11/04/2002			First Mgt. In-house Good Standing Opinion (Montana)(v5).DOC	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
894	ACPI/AMP	Attachment	11/04/2002				First Mortgage - In house Opinion [NORI(v1).DOC]
895	ACPI/AMP	Attachment	11/04/2002				First Mortgage Company Application(v6).DOC
896	ACPI/AMP	Attachment	11/04/2002				First Mortgage Company Application(v60).DOC
897	ACPI/AMP	Attachment	11/04/2002				1stMortgage-22ndSupplIndenture.pdf
898	ACPI/AMP	Attachment	11/04/2002				1stMortgage-22ndSupplIndentureBL.pdf
899	ACPI/AMP	Attachment	11/04/2002				1stMortgage-MontanaOpinionBL.pdf
900	ACPI/AMP	Attachment	11/04/2002				UCI Schedule [DE].pdf
901	ACPI/AMP	Attachment	11/04/2002				UCI Statement [DE].pdf
902	ACPI/AMP	Email	11/05/2002	Sachs-Orni	Knap-Tom; Dietrich-Alan; Marion-Michael P; Allan O'Meara (E-mail); Richard Scott (E-mail); Terence	Irving-Euclid A.; McCannick-James; Voytek Michael	NorthWestern - Assignment of Pollution Control Revenue Refunding Bonds Series 1993A
903	ACPI/AMP	Attachment	11/05/2002				PCRB-1993A-Assignment.pdf
904	ACPI/AMP	Attachment	11/05/2002				PCRB-1993A-AssignmentBL.pdf
905	ACPI/AMP	Attachment	11/05/2002				PCRB (1993 A Series) In-house Opinion [NORI(v2).DOC]
906	ACPI/AMP	Attachment	11/05/2002				PCRB (1993 A Series) In-house Opinion [NORI(v20).DOC]
907	ACPI/AMP	Attachment	11/05/2002				PCRB (1993A Series) In-house Opinion [NWEI(v2).DOC]
908	ACPI/AMP	Attachment	11/05/2002				PCRB (1993A Series) In-house Opinion [NWEI(v20).DOC]
909	ACPI/AMP	Attachment	11/05/2002	Hong-Jennifer L.	Dietrich-Alan; Knap-Tom; Monaghan-David A.; Marion-Michael P; Lopach-Dennis	Patrizia-Charles; Voytek-Michael; Scharfenberg-William P.	PCRB-1993A-Offcert.pdf
910	ACPI/AMP	Email	11/05/2002				NorthWestern Energy LLC FERC EWG Application
911	ACPI/AMP	Attachment	11/05/2002				NorthWestern Energy LLC EWG Application(v1).DOC
912	ACPI/AMP	Email	11/05/2002	Sachs-Orni	Knap-Tom; Dietrich-Alan; Marion-Michael P; Allan O'Meara (E-mail); Richard Scott (E-mail); Terence	Irving-Euclid A.; McCannick-James; Voytek Michael	NorthWestern Assignment of Pollution Control Revenue Refunding Bonds Series 1993B
913	ACPI/AMP	Attachment	11/05/2002				PCRB-1993B-Assignment.pdf
914	ACPI/AMP	Attachment	11/05/2002				PCRB-1993B-AssignmentBL.pdf
915	ACPI/AMP	Attachment	11/05/2002				PCRB-1993B-MontanaOpinion.pdf
916	ACPI/AMP	Attachment	11/05/2002				PCRB-1993B-MontanaOpinionBL.pdf
917	ACPI/AMP	Attachment	11/05/2002				PCRB-1993B-BondOpinion.pdf
918	ACPI/AMP	Attachment	11/05/2002				PCRB-1993B-BondOpinionBL.pdf
919	ACPI/AMP	Attachment	11/05/2002				PCRB 1993B Series] In-house Opinion [NORI(v2).DOC
920	ACPI/AMP	Attachment	11/05/2002				PCRB 1993B Series] In-house Opinion [NORI(v20).DOC]

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
921	ACPIAWP	Attachment	11/05/2002				PCRB 1993B Series] In-house Opinion [INVE]\v2.DOC
922	ACPIAWP	Attachment	11/05/2002				PCRB 1993B Series] In-house Opinion [INVE]\v2.DOC
923	ACPIAWP	Attachment	11/05/2002				PCRB-1993B-OFCor.pdf
924	ACP	Email	11/05/2002	Dietrich-Alan	Sachs-Omri		RE: NorthWestern - Assignment of Unsecured Medium Term Notes
925	ACPIAWP	Attachment	11/05/2002				Attached draft letter from Alan Dietrich re: MPC Natural Gas Funding Trust, 6.20% Transition Bonds - Proposed Asset Transfer by NorthWestern Energy, L.L.C. (aka The Montana Power, L.L.C., as successor by merger to The Montana Power Company) to NorthWestern Corporation
926	ACPIAWP	Attachment	11/05/2002				Attached draft letter from Alan Dietrich to Bank of New York
927	ACPIAWP	Email	11/04/2002	Sachs-Omri	Krapp-Tom; Dietrich-Alan; Marion-Michael P		Irving-Euclid A.; McCormick-James; Novotek-Michael
928	ACPIAWP	Attachment	11/04/2002	Unknown			MTN-OfficerNWETermNotes.pdf
929	ACPIAWP	Attachment	11/04/2002				MTN-2ndSuppIndentureBL.pdf
930	ACPIAWP	Attachment	11/04/2002				MTN-OfficerNWETermNotes.pdf
931	ACPIAWP	Attachment	11/04/2002				MTN-OfficerNWETermNotes.pdf
932	ACPIAWP	Attachment	11/04/2002				MTN-OfficerNWETermNotes.pdf
933	ACPIAWP	Attachment	11/04/2002				MTN-OfficerNWETermNotes.pdf
934	ACPIAWP	Email	11/04/2002	Sachs-Omri	Krapp-Tom; Dietrich-Alan; Marion-Michael P		Irving-Euclid A.; McCormick-James
935	ACPIAWP	Attachment	11/04/2002				QUPs-3rdSuppIndenture.pdf
936	ACPIAWP	Attachment	11/04/2002				QUPs-3rdSuppIndenture-BL.pdf
937	ACPIAWP	Attachment	11/04/2002				QUPs-OfficerNWET.pdf
938	ACPIAWP	Attachment	11/04/2002				QUPs-OfficerNWET-BL.pdf
939	ACPIAWP	Attachment	11/04/2002				QUPs-PHMOpinion.pdf
940	ACPIAWP	Attachment	11/04/2002				QUPs-PHMOpinionBL.pdf
941	ACPIAWP	Attachment	11/04/2002				QUPs- In-House Opinion [NOR]\v1.DOC
942	ACPIAWP	Attachment	11/04/2002				QUPs-AssumptionGuarantee.pdf
943	ACPIAWP	Attachment	11/04/2002				QUPs-AssumptionGuaranteeBL.pdf
944	ACPIAWP	Attachment	11/04/2002				QUPs-AssumptionAgreement.pdf
945	ACPIAWP	Attachment	11/04/2002				QUPs-AssumptionAgreementBL.pdf
946	ACPIAWP	Attachment	11/04/2002				QUPs Company Order\77.DOC
947	ACPIAWP	Attachment	11/04/2002				QUPs Company Order\77.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject	
948	ACPI/AMP	Email	11/04/2002	Sachs-Orni	Knapp-Tom; Dietrich-Alan; Manion-Michael P; Allan Karel (E-mail)	Irving-Euclid A.; McCarrick-James; Voytek-Michael; Steven Ruffato (E-mail)	NorthWestern - Assignment of Transition Bonds	
949	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-Assignment.pdf	
950	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-AssignmentBL.pdf	
951	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-OrCenNWIE.pdf	
952	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-OrCenNWIE-BL.pdf	
953	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-PFLWOpinion.pdf	
954	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-PFLWOpinionBL.pdf	
955	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-MontanaOpinion.pdf	
956	ACPI/AMP	Attachment	11/04/2002				NG Transition Bonds Montana Power; In house opinionv5).DOC	
957	ACPI/AMP	Attachment	11/04/2002				NG Transition Bonds Montana Power; In house opinionvDOC).DOC	
958	ACPI/AMP	Attachment	11/04/2002				NG Transition Bonds NorthWestern; In house opinionv2).DOC	
959	ACPI/AMP	Attachment	11/04/2002				NG Transition Bonds NorthWestern; In house opinionvDOC).DOC	
960	ACPI/AMP	Attachment	11/04/2002				TransitionBonds-MontanaOpinionBL.pdf	
961	ACPI/AMP	Email	11/04/2002	Showalter-Patricia	Jacobsen-Eric; Orme-Kipp; Walsh-Richard P; Dietrich-Alan; Marion-Michael P; Lopach-Dennis; Asay-John P (Patt); Reardon-Pat; Ng-Emilee; Schrum-Roger; Donna; Haader (E-mail); Young-Michael; Thompson-Marc; Mike Neiman (E-mail); Whitesell-Kurt; Nolander-Jam; VanCamp-John; Kovash-Keith K; Steve Ruffato (E-mail); Leslie Thomson (E-mail); Mary Dyre (E-mail); Irving-Euclid A.; Knapp-Tom; Pofitzak-Charles; Hong-Jennifer L.; Schaeferberg-William P.; Rushton-Lisa K.; Crowe-Christine M.; McCarrick-James; Sachs-Orni; Balyeat-Douglas R.; Conroy-Kevin; Schwartz-Melissa C.; Coddon-Eve; Gibeau-Heyman-Shayn; DeGrandis-Bill D.; Kline-Scott C.; Gerard-Nicole; Allore-John J.; Simmelowitz-Jennifer	Voytek-Michael; Levin-Janice E.		
962	ACPI/AMP	Attachment	11/04/2002				Email attaching current versions of the Time and Responsibility Checklists and containing comments by Patricia Showalter and Michael Voytek	
963	ACPI/AMP	Attachment	11/04/2002				Marked - Time and Responsibility Checklist - Flat Structure Closing.doc	
964	ACPI/AMP	Attachment	07/31/2002				Clean - Time and Responsibility Checklist - Flat Structure Closing.doc	
							MPC RestructuringMemo.doc	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
965	ACPI/AMP	Attachment	07/29/2002				MPC RestructuringRes.DOC
966	ACPI/AMP	Attachment	07/31/2002				QuipsMemo.doc
967	ACPI/AMP	Attachment	07/25/2002				QuipsRes.DOC
968	ACPI/AMP	Email	10/31/2002	Voyer-Michael	Irving-Eudid A.; Dietrich-Alan	Shawalter-Patricia	Fw: Northwestern - assignment agreement of IP_v1.DOC
969	ACPI/AMP	Email	11/01/2002	Dietrich-Alan	Devos-Michael		IP_v1.DOC
970	ACPI/AMP	Attachment	10/31/2002				Fw: Northwestern - assignment agreement of IP_v1.DOC
971	ACPI/AMP	Email	10/04/2002	Stanford-Marcia	Dietrich-Alan	Weller-Steven	FW: Northwestern - assignment agreement of IP_v1.DOC
972	ACPI/AMP	Attachment	10/04/2002				FW: Northwestern - assignment agreement of IP_v1.DOC
973	ACPI/AMP	Attachment	10/04/2002				FW: NG Transition Bonds NorthWestern - Assignment and Assumption Agreement
974	AMP	Email	10/03/2002	Knapp-Tom	Dietrich-Alan		NorthWestern- Assignment and Assumption Agreement - Natural Gas Bonds(v1).DOC
975	AMP	Attachment	10/03/2002				FW: NG Transition Bonds NorthWestern in house
976	ACPI/AMP	Email	10/03/2002	Dietrich-Alan	Knapp-Tom		Opinion_v1.DOC
977	ACPI/AMP	Email	10/03/2002	Knapp-Tom	Dietrich-Alan	'OrnsSachs@paulhastings.com'	FW: NG Transition Bonds NorthWestern in house
978	ACPI/AMP	Attachment	10/03/2002				Opinion_v1.DOC
979	ACPI/AMP	Email	09/25/2002	Knapp-Tom	Dietrich-Alan		FW: Colstrip Lease Documents
980	ACPI/AMP	Attachment	09/23/2002				Colstrip PHJW Tax Opinion_v4.DOC
981	ACPI/AMP	Attachment	08/23/2002				Colstrip PHJW Contract Compliance Opinion_v3.DOC
982	ACPI/AMP	Attachment	09/27/2002				Colstrip Leases Assumption Agreement_v5.DOC
983	ACPI/AMP	Attachment	09/27/2002				Colstrip Officer's Certificate NOR_v4.DOC
984	ACPI/AMP	Attachment	09/27/2002				Colstrip, Indenture, Trustee and Owner Participant_v4.DOC
985	ACPI/AMP	Attachment	09/27/2002				Colstrip Crowley Montana Tax Opinion_v3.DOC
986	ACPI/AMP	Email	09/27/2002	Dietrich-Alan	Knapp-Tom		FW: Colstrip Lease Documents
987	ACPI/AMP	Email	09/25/2002	Knapp-Tom	Dietrich-Alan		FW: Colstrip Lease Documents
988	ACPI/AMP	Attachment	08/23/2002				Colstrip PHJW Tax Opinion_v4.DOC
989	ACPI/AMP	Attachment	08/23/2002				Colstrip PHJW Contract Compliance Opinion_v3.DOC
990	ACPI/AMP	Attachment	09/27/2002				Colstrip Leases Assumption Agreement_v5.DOC
991	ACPI/AMP	Attachment	09/27/2002				Colstrip Officer's Certificate NOR_v4.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
992	ACPI/AMP	Attachment	09/27/2002				Colstrip consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant, v4.DOC
993	ACPI/AMP	Attachment	09/27/2002				Colstrip Crowley Montana Tax Opinion_v3.DOC
994	ACP	Email	09/12/2002	Knapp-Tom	Haeder-Donna	Coleman-Patrick;DeLong-Amy;Dietrich-Alan	RE: Going Flat Transaction
995	ACPI/AMP	Attachment	09/12/2002				northwestern energy restructuring summary description(v1).DOC
996	ACPI/AMP	Email	08/29/2002	Knapp-Tom	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	FW: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
997	ACPI/AMP	Attachment	08/30/2002				Northwestern - NGFT - Officer's Certificate, v5.DOC
998	ACPI/AMP	Attachment	08/30/2002				MPC Natural Gas - Montana opinion_v5.DOC
999	ACPI/AMP	Attachment	08/30/2002				Northwestern - Assignment and Assumption Agreement - Natural Gas Bonds, v5.DOC
1000	ACPI/AMP	Attachment	08/30/2002				MPC natural Gas Bonds - Form of letter to issuer Trustee and Rating Agencies, v3.DOC
1001	ACPI/AMP	Attachment	08/30/2002				MPC Natural Gas - PHILW Opinion_v3.DOC
1002	ACPI/AMP	Attachment	08/30/2002				NG transition Bonds Montana Power, In house opinion_v3.DOC
1003	ACPI/AMP	Email	08/29/2002	Dietrich-Alan	Knapp-Tom		RE: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
							Asay-John P (Pat); Dietrich-Alan; Jacobsen-Eric; Kovash-Keith K; Lopach-Dennis; Marion-Michael P; Nieman-Michael L; Nolander-Jan; Orme-Kipp; Reardon-Pat; VanCamp-John; Walsh-Richard P; Whitesell-Kurt; Young-Michael
1004	ACP	Email	08/23/2002	Knapp-Tom	Hanson-Mike		Time and Responsibility Checklist for Going Flat Closing
1005	ACP	Attachment	08/26/2002				Time and Responsibility Checklist - Flat Structure Closing(v8).DOC
1006	ACP	Attachment	08/26/2002				Appendices to TR Checklist(v1).DOC
1007	ACPI/AMP	Email	11/27/2002	Bayyear-Douglas R.	Dietrich-Alan		RE: Workers' Compensation Self-Insurance
1008	ACPI/AMP	Attachment	11/27/2002		Voytek-Michael		Transfer Agr (GOOD)(v19).DOC
1009	ACP	Email	11/21/2002	Knapp-Tom	Hanson-Mike		FW: Going Flat

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					Tribble-Kimberly (Kim) S.;Hong-Jennifer L.;Dietrich-Alan;Scharfenberg-William P.;Rushton-Lisa K.;Crowe-Christine M.;Conboy-Kevin;Schwarz-Melissa C.;struffato @ crowleylaw.com;myler @ crowleylaw.com;Manion-Michael P.;Coddon-Eve;Brockman-Rona L.;Walsh-Richard P.;Assay-John P (Pat);Gibau-Heyman-Sharyn-Shmulewitz-Jennifer;Ithomson @ crowleylaw.com;Attorelli-John J.;Sparks-McCannick (E-mail);Kathleen-Smook-Karen;Shea-Rose E;James Morrisachs @ paulhastings.com;Young-Michael;Michael;Dietrich-Alan;Whitezel-Kurt	R;Showalter-Patricia;Voytek-Michael;thomaspollock @ paulhastings.com;Parizia-Charles;Hanson-Mike (CEO);Orme-Kipp	
1010	ACP	Email	11/21/2002	Knapp-Tom	Hong-Jennifer L.;Dietrich-Alan;Scharfenberg-William P.;Rushton-Lisa K.;Crowe-Christine M.;Conboy-Kevin;Schwarz-Melissa C.;struffato @ crowleylaw.com;myler @ crowleylaw.com;manoyer @ crowleylaw.com;Manion-Michael P.;Coddon-Eve;Brockman-Rona L.;Walsh-Richard P.;Assay-John P (Pat);Gibau-Heyman-Sharyn-Shmulewitz-Jennifer;Ithomson @ crowleylaw.com;Attorelli-John J.	R;Showalter-Patricia;Voytek-Michael;thomaspollock @ paulhastings.com;Parizia-Charles;Hanson-Mike (CEO);Orme-Kipp	RE: Going Flat
1011	ACP	Email	11/21/2002	S. Tribble-Kimberly (Kim)	Jacobsen-Eric;Smook-Karen;Dietrich-Alan;Schum-Roger;Kline-Scott C.;Orme-Kipp	B-K re NOR Going-Flat(v3).DOC	
						Asset and Stock Transfer Agreement - NOR and NWE(v1).DOC	
						Press Release re NOR Going-Flat(v3).DOC	
						Asset and Stock Transfer Agreement - NOR and NWE(v2).DOC	
1016	ACP/AMP	Attachment	11/14/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject	
					Jacobsen-Eric; Orme-Kipp; Walsh-Richard P; Dietrich Alan; Marion-Michael P; Lopach-Darnis; Asay-John P (Part); Reardon-Part; Ng-Emille; Schmitz-Roger; Donna-Header (E-mail); Young-Michaell; Thompson-Mark; Mike Neiman (E-mail); Whitesel-Kurt; Nolander-Jan; VanCamp-John; Kovash-Kath K; Steve Ruffatto (E-mail); Leslie Thomson (E-mail); Mary Dyne (E-mail); Irving-Euclid A.; Knapp-Tom; Patricia-Charles; Hong-Jennifer L.; Schafenberg-William P; Flusdon-Lisa K; Crowe-Cristine M; McCarrick-James; Sachs-Melissa C.; Coddon-Eve; Gibau-Heyman-Shayn; DeGrandis-Ell D.; Kline-Scott C; Gerard-Nicole; Attorri-John J.; Stumleben-Jennifer	Voytek-Michael; Levin-Janice E.	Revised Time and Responsibility Checklist	
1017	ACPI/AWP	Email	11/11/2002	Showalter-Patricia			Time and Responsibility Checklist - Flat Structure Closing (clean).doc	
1018	ACPI/AWP	Attachment	11/11/2002				Time and Responsibility Checklist - Flat Structure Closing (marked).doc	
1019	ACPI/AWP	Attachment	11/11/2002	Sachs-Orni	Dietrich-Alan		Costrip leases Assumption Agreement v7.DOC	
1020	ACPI/AWP	Email	11/14/2002		McCarrick-James		Costrip leases Assumption Agreement v7.DOC	
1021	ACPI/AWP	Attachment	11/14/2002	Sachs-Orni	Dietrich-Alan		Costrip Leverage Lease Documents	
1022	ACPI/AWP	Email	11/14/2002	Sachs-Orni	Dietrich-Alan		Costrip Officer's certificate NOR(v6).DOC	
1023	ACPI/AWP	Attachment	11/14/2002				Costrip consent by Corporate Owner Trustee, Owner Trustee, Indenture Trustee and Owner Participant(v5).DOC	
1024	ACPI/AWP	Attachment	11/14/2002				Costrip PHW Contract Compliance Opinion(v5).DOC	
1025	ACPI/AWP	Attachment	11/14/2002				Costrip PHW Tax Opinion(v5).DOC	
1026	ACPI/AWP	Attachment	11/14/2002				Opinion letter(v2).DOC	
1027	ACPI/AWP	Attachment	11/14/2002				Tax Opinion Letter 10-4-02 - 2nd version.doc	
1028	ACPI/AWP	Attachment	11/14/2002	Dietrich-Alan	Peterson-JoAnne		GERI-HESA.DOC	
1029	ACPI/AWP	Email	11/13/2002					
1030	ACPI/AWP	Attachment	11/13/2002					
1031	ACPI/AWP	Email	01/06/2003	Patricia-Charles	Jacobsen-Eric; Dietrich-Alan	Knapp-Tom; Pollock-Thomas R.; Hong-Jennifer L.	FW: HP Digital Sender Module Document	
1032	ACPI/AWP	Attachment	01/06/2003	Knap-Tom			Document.pdf	
1033	ACPI/AWP	Email	10/17/2002	Dietrich-Alan			FW: Northwestern - Going Flat Transaction	
1034	ACPI/AWP	Attachment	10/17/2002				Time and Responsibility Checklist - Flat Structure Closing(v1).DOC	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1035	ACP/AWP	Attachment	10/17/2002				Time and Responsibility Checklist - Flat Structure
1036	ACP	Email	04/02/2002	Dietrich-Alan	Jacobsen-Eric		Closing(vDOC).DOC
1037	ACP/AWP	Email	03/07/2001	Dietrich-Alan	Young-Michael	Jacobsen-Eric; Anderson Bachman-Susan; Urinko-Lori	Northwestern Corporation 10-K
1038	ACP/AWP	Attachment	03/07/2001				10-K Draft - Initial Comments
1039	ACP/AWP	Attachment	03/07/2001				2001 Form 10-K&CDComments.doc
1040	ACP/AWP	Attachment	03/07/2001				NOR2000ResaleCertificatofinc.doc
1041	ACP/AWP	Attachment	03/07/2001				NORBy-Laws2001.DOC
1042	ACP/AWP	Attachment	03/07/2001				StockOptionAmen32001.doc
1043	ACP/AWP	Email	03/27/2002	Kline-Scott C.	Vesco-Elaine A	Dietrich-Alan	NORPerformancePlan.doc
1044	ACP/AWP	Attachment	03/27/2002				Form 10-K March 2001
1045	ACP/AWP	Email	03/20/2002	Petersen-Mark	Dietrich-Alan	Taylor-Michael;Weitz-Mark	Attached draft Form 10-K [containing P&LW comments]
1046	ACP/AWP	Email	03/29/2002	Petersen-Mark	Dietrich-Alan		Section 16 Reporting
1047	ACP/AWP	Email	03/26/2002	Dietrich-Alan	Buus-Joylyn, scottkline@paulhastings.com	Jacobsen-Eric	10-K [containing comments in email and attached draft]
1048	ACP/AWP	Email	03/26/2002	Jacobsen-Eric	Dietrich-Alan; Buus-Joylyn		FW: 10-K Draft
1049	ACP/AWP	Attachment	03/26/2002				10-K version 3-26-02.DOC
1050	ACP/AWP	Attachment	03/26/2002				AA Rep Exhibit 991.doc
1051	ACP	Email	03/20/2002	Buus-Joylyn	Hyland-Richard; Jacobsen-Eric; Young-Michael; Whitesel-Kurt; scottkline@paulhastings.com; Craig Arends (E-mail); Dave Olson (E-mail); Dietrich-Alan		Form 10-K Draft
1052	ACP	Attachment	03/20/2002				Form 10-K Draft 3-20-02.DOC
1053	ACP/AWP	Email	03/20/2002	Dietrich-Alan	Buus-Joylyn, Young-Michael		FW: NOR 10-K
1054	ACP/AWP	Attachment	03/20/2002				NORTHWESTERN ANNUAL DISCLOSURE DOCUMENTS - 2001 10-K draft(v1).DOC
1055	ACP/AWP	Email	08/14/2003	Kline-Scott C.	Dietrich-Alan		Attached Attachments
1056	ACP/AWP	Attachment	08/14/2003				NOR - Draft Explanets Note_v2.DOC
1057	ACP/AWP	Attachment	08/14/2003				NOR - Draft Explanets Omnibus Resolutions_v2.DOC
1058	ACP	Email	11/14/2002	Gerard-Nicole	Orme-Kipp	Jacobsen-Eric; Smoak-Karen; Dietrich-Alan; Schum-Roger; Kline-Scott C.	Going Flat Filing
1059	ACP/AWP	Email	09/12/2003	Sparks-M Kathleen	Dietrich-Alan		RE: Address to Send Stock Certificates
1060	ACP/AWP	Attachment	08/27/2002				Stock Certificate It!.doc
1061	ACP/AWP	Attachment	09/12/2003				Going Flat Closing Index.doc
1062	ACP	Email	03/29/2002	Dietrich-Alan	Buus-Joylyn, Young-Michael; Jacobsen-Eric		FW: Northwestern Corporation 10-K&05 Proof Files
1063	ACP/AWP	Email	02/13/2002	Johnson-Joseph T.	Dietrich-Alan		FW: NOR - FLYish_U-1 for 3(a)3 v3.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1054	ACPI/AWP	Email	02/13/2002	Dietrich-Alan	josephjohnson@paulhastings.com;Charles.Patrizi (E mail);auctidioning@paulhastings.com		FW: NOR - Flyfish - U-1 for 3(a)3_v3.DOC
1055	AWP	Attachment	02/13/2002				NOR - Flyfish - U-1 for 3(a)3_v3.DOC
1056	ACP	Email	08/09/2002	Gerard-Nicole	Seneca-Ellen M;Dietrich-Alan;Orme-Kipp-Hanson-Mike (CEO)	Smook-Karen;Bohner-Connie;Kline-Scott C.	Additional documents for signature today
1057	ACPI/AWP	Email	02/11/2002	Hong-Jennifer L.	Dietrich-Alan	Knapp-Thomas J.	FW: Revised Draft Opinion Letter
1058	ACPI/AWP	Attachment	02/11/2002	Gerrard-Nicole	Orme-Kipp;Whitesel-Kurt	Dietrich-Alan	Static copy of Revised Draft Opinion Letter.doc
1059	ACPI/AWP	Email	08/09/2002				Documents for signature today
1070	AWP	Attachment	08/09/2002				Appointment of Admin Trustees of MPCI - Seneca and Pederson(v3).DOC
1071	AWP	Attachment	08/09/2002				Amendment of Trust Agreement of MPCI - Seneca and Pederson(v3).DOC
1072	ACP	Email	08/09/2002	Smook-Karen			Dietrich-Alan;Randan-Paula
1073	ACPI/AWP	Email	11/19/2001	Pollock-Thomas R.	Jacobsen-Eric; Dietrich-Alan		FW: Documents for signature today
1074	ACPI/AWP	Attachment	11/19/2001				FW: NorthWestern - Debt and Entity Charts
1075	ACPI/AWP	Attachment	11/19/2001				Organization Debt Chart - NorthWestern(v4).DOC
1076	ACPI/AWP	Email	08/02/2002	Gerrard-Nicole	Jacobsen-Eric; Dietrich-Alan		Organization Equity Chart - NorthWestern(v4).DOC
1077	AWP	Attachment	08/02/2002				Pollock-Thomas R;Zappone-Michael;Kline-Scott C.
1078	AWP	Attachment	08/02/2002				NOR - Going-Flat - Step One Documents
1079	AWP	Attachment	08/02/2002				Company Order - NOR LLC(v3).DOC
1080	AWP	Attachment	08/02/2002				Second Supplemental Indenture - NOR LLC(v8).DOC
1081	AWP	Attachment	08/02/2002				Amendment to Guarantee Agreement(v7).DOC
1082	AWP	Attachment	08/02/2002				Legal Opinion re Assumption by NOR of NE LLC Obligations re Indenture(v4).SAN FRANCISCO
1083	AWP	Attachment	08/02/2002				Officer's Certificate in Support of NOR Assumption of NE LLC's Obligations re Guarantee(v4).DOC
1084	AWP	Attachment	08/02/2002				Legal Opinion re Assumption by NOR of NE LLC Obligations re Guarantee(v4).DOC
1085	AWP	Attachment	08/02/2002				Officer's Certificate in Support of NOR Assumption of NE LLC's Obligations re Guarantee(v4).DOC
1086	AWP	Attachment	08/02/2002				Assumption Agreement re Trust Agreement - NOR NE LLC(v6).DOC
							Supplemental Listing Application re Additional Guarantor and Obligor under QUIPS(v2).DOC
							Opinion in support of Supplemental Listing Application re additional guarantor and obligor of QUIPS(v3).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject	
1087 AWP		Attachment	08/02/2002				Form 8-A MPCI(v3).DOC	
1088 AWP		Attachment	08/02/2002				NE LLC Secretary's Certificate(v2).DOC	
1089 AWP		Attachment	08/02/2002				Company Order re execution NOR & NE LLC Guarantee(v3).DOC	
1090 AWP		Attachment	08/02/2002				NOR Secretary's Certificate(v1).SAN FRANCISCO	
1091 AWP		Attachment	08/02/2002				Form 15 of NE LLC(v3).DOC	
					Jacobsen-Eric; Orme-Kipp; Walsh-Richard P; Dietrich-Alan; Manton-Michael P; Lopach-Dennis; Asay-John P (Pal); Reardon-Pat; Ng-Emile; Schrum-Roger; Donna.header@northwestern.com; Young-Michael; Thompson-Mark; mike.hatman@northwestern.com; Whitehead-Kurt; Nolaneder-Jan; VanCamp-John; Kovash-Keith K; struffato@crowleylaw.com; thomson@crowleylaw.com; mdyre@crowleylaw.com; Irving-Elviro A.; Knapp-Tom; Panizza-Charles; Hong-Jennifer L.; Scharfenberg-William P.; Rushton-Lisa K.; Crowe-Christine M.; McCannick-James; Sachs-Ornit; Bayleaf-Douglas R.; Conboy-Kevin; Schwartz-Melissa C.; Coddon-Ever; Gibau-Heyman-Shayn; DeGrandis-Bill D.; Kline-Scott C.; Gerard-Nicole; Autorek-John J.; Shmulewitz-Jennifer; Showalter-Patricia			
1092 ACP/AWP	Email		10/25/2002	S. Tribble-Kimberly (Kim)	Voytek-Michael; Levin-Janice E.		NorthWestern Restructuring of NorthWestern Energy Time and Responsibility Checklist - Flat Structure Closing(v12).DOC	
1093 ACP/AWP		Attachment	10/25/2002				FW: Montana Power Capital I - Replacement of Administrative Trustees	
1094 ACP	Email		08/05/2002	Kline-Scott C.	Dietrich-Alan		FW: Montana Power Capital I - Replacement of Administrative Trustees	
1095 AWP	Email		08/05/2002	Kline-Scott C.	Dietrich-Alan		FW: Montana Power Capital I - Replacement of Administrative Trustees	
1096 AWP		Attachment	08/05/2002				Amendment of Trust Agreement of MPCI - Semencha and P.Pederson(v2).DOC	
1097 AWP		Attachment	08/05/2002				Appointment of Admin Trustees of MPCI - Semencha and P.Pederson(v2).DOC	
1098 AWP		Attachment	08/05/2002				Resignation of Admin Trustees of MPCI - Semencha and P.Pederson(v2).DOC	
1099 ACP/AWP	Email		10/22/2002	Hong-Jennifer L.	Panizza-Charles		NOR/NWE Applications	
1100 ACP/AWP		Attachment	10/22/2002				MPC Application for Mortgage Bonds(v1).DOC	

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1101	ACPI/AMP	Attachment	10/22/2002				MPC Application for PLHCA determination(v1).DOC
1102	ACPI/AMP	Attachment	10/22/2002				NOR Securities Application for 1st Mortgage Bond(v1).DOC
1103	ACPI/AMP	Email	10/15/2002	Boylek-Michael	Dietrich-Alan; Knapp-Tom		Montana Restructuring - Courtesy Notice to Trustee under NORs GM1
1104	ACPI/AMP	Attachment	10/15/2002		Knapp-Tom		FW: energy letter(v2).DOC
1105	ACPI/AMP	Email	09/17/2002	Dietrich-Alan	Orme-Kipp		First Mortgage
1106	ACPI/AMP	Email	09/17/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		FW: First Mortgage
1107	ACPI/AMP	Attachment	09/17/2002				First Mortg Cover letter_v3.DOC
1108	ACPI/AMP	Attachment	09/17/2002				First Mortg State Letter Opinion_v3.DOC
1109	ACPI/AMP	Attachment	09/17/2002				First Mortg Twenty First Supplemental Indenture_v5.DOC
1110	ACPI/AMP	Attachment	09/17/2002				First Mortgage Company Application_v3.DOC
1111	ACPI/AMP	Attachment	09/17/2002				First Mortg Officer's Certificate_v3.DOC
1112	ACPI/AMP	Attachment	09/17/2002				First Mortg Crowley Opinion_v3.DOC
1113	ACPI/AMP	Attachment	09/17/2002				First Mortg In-House Good Standing Opinion (Montana)_v3.DOC
1114	ACPI/AMP	Email	09/17/2002	Dietrich-Alan	Knapp-Tom		QUPs
1115	ACPI/AMP	Email	09/17/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		FW: QUPs
1116	ACPI/AMP	Attachment	09/17/2002				QUPs Cover letter_v4.DOC
1117	ACPI/AMP	Attachment	09/15/2002				QUPs Officer's Certificate_v4.DOC
1118	ACPI/AMP	Attachment	09/17/2002				QUPs Company Order_v5.DOC
1119	ACPI/AMP	Attachment	09/17/2002				QUPs 3rd Supplemental Indenture_v3.DOC
1120	ACPI/AMP	Attachment	09/15/2002				QUPs PHW Contractual Compliance Opinion_v4.DOC
1121	ACPI/AMP	Attachment	09/15/2002				QUPs Assumption Agreement (Guarantee)_v2.DOC
1122	ACPI/AMP	Attachment	09/15/2002				QUPs Assignment of Obligations under Trust and expenses and Liabilities Agreements_v2.DOC
1123	ACPI/AMP	Email	09/12/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		Medium Term Notes
1124	ACPI/AMP	Attachment	09/11/2002				Northwestern - Citibank MTN - Officer's Certificate_v6.DOC
1125	ACPI/AMP	Attachment	09/12/2002				Northwestern - Citibank MTN - Supplement Indenture_v4.DOC
1126	ACPI/AMP	Attachment	09/11/2002				Northwestern Citibank MTN - Opinion_v6.DOC
1127	ACPI/AMP	Attachment	09/12/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		NorthWestern - Form of Letter to Citibank as Trustee to Unsecured Mid Term Note_v3.DOC
1128	ACPI/AMP	Email	09/11/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		PCHB 1993B Notice Letter to Trustee_v5.DOC
1129	ACPI/AMP	Attachment	09/12/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1130	ACPI/AMP	Attachment	09/12/2002				PCFB 1983B Assumption Agreement.v7.DOC
1131	ACPI/AMP	Attachment	09/12/2002				Pollution control Series 1983B - Opinion of Montana Counsel. v5.DOC
1132	ACPI/AMP	Email	09/12/2002	Dietrich-Alan	Knappp-Tom	Orme-Kipp	FW: Pollution Control Revenue Bonds: 1983B Series
1133	ACPI/AMP	Email	09/11/2002	Knappp-Tom	Dietrich-Alan; Orme-Kipp		PCFB 1983B Notice Letter to Trustee. v5.DOC
1134	ACPI/AMP	Attachment	09/12/2002				PCFB 1983B Assumption Agreement.v7.DOC
1135	ACPI/AMP	Attachment	09/12/2002				Pollution control Series 1983B - Opinion of Montana Counsel.v5.DOC
1136	ACPI/AMP	Attachment	09/12/2002				RE: NorthWestern Energy, LLC QULPs issues
1137	ACPI/AMP	Email	07/17/2002	Panzica-Charles	Dietrich-Alan		NorthWestern Energy LLC Reporting Obligations Memo(v7).DOC
1138	ACPI/AMP	Attachment	07/17/2002				
1139	ACPI/AMP	Email	12/18/2002	Schwartz-Melissa C.	stavekohl@earthlink.net; Weitz-Mark; Ron Degue; Brandt@bkoh.com; Leo@bkoh.com; Stan@bkoh.com; wpp@pearce-durick.com	Comboy-Kevin; Dietrich-Alan	Draft CSFB Credit Agreement
1140	ACPI/AMP	Attachment	12/18/2002				NOR - Clean Schedules.doc
1141	ACPI/AMP	Attachment	12/18/2002				NOR - Redlined Schedules.doc
1142	ACPI/AMP	Attachment	12/18/2002				NW 2002 Credit Agreement #713424_v8.DOC
1143	ACPI/AMP	Attachment	12/18/2002	Schwartz-Melissa C.	Dietrich-Alan	Comboy-Kevin	Draft CSFB Credit Agreement
1144	ACPI/AMP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan		NOR - Inhouse Opinion Redline.doc
1145	ACPI/AMP	Attachment	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan	Comboy-Kevin	CSFB Opinion
1146	ACPI/AMP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan		NORTHWESTERN - Form of In-House Opinion_v2.DOC
1147	ACPI/AMP	Attachment	12/20/2002				
1148	ACPI/AMP	Email	12/19/2002	Schwartz-Melissa C.	Dietrich-Alan	Comboy-Karen; Comboy-Kevin; Kahn-Marguerite R.	NORTHWESTERN - Revised In-House Opinion
1149	ACPI/AMP	Attachment	12/19/2002				NOR - Redlined Inhouse Opinion.doc
1150	ACPI/AMP	Email	12/16/2002	Dietrich-Alan	Smook-Karen	missaschwartz@paulhastings.com	Closing Documents
1151	ACPI/AMP	Attachment	12/16/2002				CSFSCreditFacilityOpinionDecember.doc
1152	ACPI/AMP	Attachment	12/16/2002				CertificationDecCreditFacility.DOC
1153	ACPI/AMP	Attachment	12/16/2002				CreditFacilSecretaryCertificate.doc

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1154	ACPI/AWP	Email	03/08/2003	Tyreas-Jonathan C. Michael L	Orme-Kipp; Charters-John; Atkinson-Tim; Fresia-Rick; Clark-Lorraine; Hanson-Mike; Young-Michael; Monaghan-David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Giese-Deborah; Kitewer-Kendall; Fons-Chris; Jacobson-Eric; Dietrich-Alan; Schrum-Roger; Snella-Marty; Younger-Chris; Nieman	Drook-Gary; Hyland-Richard; Potock-Thomas R.; Root-Becky; Smock-Karen; Kline-Scott C.; Polacek-Steven L. (US-Minneapolis); Bruce I. Smith (E-mail); Snider-Mark; michaeldevoe@northwestern.com; Ng-Emilie; Vesco-Elaine A.; Rausch-Dan; curt.kalffman@bluedotmail.com; Lydic-Tammy	NOR 2002 Form 10-Kv9).DOC
1155	ACPI/AWP	Attachment	03/08/2003				Revised draft of Form 10-K blackline 10K.DOC
1157	ACPI/AWP	Email	03/20/2003	Tyreas-Jonathan C. Nieman-Michael L	Orme-Kipp; Jacobson-Eric; Charters-John; Atkinson-Tim; Fresia-Rick; Clark-Lorraine; Hanson-Mike (CEO); Young-Michael (Legal); Monaghan-David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesel-Kurt; Giese-Deborah; Kitewer-Kendall; Fons-Chris; Dietrich-Alan; Schrum-Roger; Snella-Marty; Younger-Chris; Nieman-Michael L	Drook-Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Root-Becky; Smock-Karen; Snider-Mark; Devos-Michael; Ng-Emilie; Vesco-Elaine A.; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pollock-Thomas R.; Delta Grotto-John F.; Kline-Scott C.; Zuppone-Michael; Monroe-Donald L.; Reding-John A.; Rushion-Iisa K.; Hong-Jennifer L.; Patricia-Charles; Conroy-Kevin; Feldstein-Hydee R.; Austin-Jesse; Barcella-E; Lawrence; Schwartz-Melissa; Barcella-E; Lawerence; Schwartz-Melissa; Polacek-Steven L. (D&T); Arends-Craig (D&T); Cotton-Jeff (D&T); Haare-Brett (D&T); Hoffman-Cuff (D&T)	Revised draft of Form 10-K NOR 2002 Form 10-Kv17).DOC blackline 10-K.DOC
1158	ACPI/AWP	Attachment	03/20/2003				RE: RE: CSFB CREDIT AGREEMENT- Draft Schedules
1160	ACPI/AWP	Email	12/16/2002	Nieman-Michael L	Monaghan-David A; Dietrich-Alan; melissaschwartz@paulhastings.com; jonynts@paulhastings.com	Schedule Readme doc	
1161	ACPI/AWP	Attachment	12/16/2002			FW: Northwestern/CSFB Credit Agreement - Draft Schedules and Certificates	
1162	ACPI/AWP	Email	12/16/2002	Dietrich-Alan	melissaschwartz@paulhastings.com	Draft NOR Closing Certificate.doc	
1163	ACPI/AWP	Attachment	12/14/2002			Draft NOR Schedules.doc	
1164	ACPI/AWP	Attachment	12/14/2002			Draft NOR Closing Certificate.doc	
1165	ACPI/AWP	Attachment	12/16/2002			NOR Secretary Certificate.doc	

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1166 ACP/PAWP	Email	Attachment	12/14/2002	Krapp-Tom	Schwartz-Melissa C.; Dietrich-Alan; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushton-Lisa K.; Tyras-Jonathan C.	RE: CSFB Credit Agreement - Draft Schedules
1167 ACP/PAWP	Attachment				Dietrich-Alan; Krapp-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushton-Lisa K.; Tyras-Jonathan C.	redlineCSFBs.doc
1168 ACP/PAWP	Email	Attachment	12/14/2002	Schwartz-Melissa C.	Dietrich-Alan; Krapp-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushton-Lisa K.; Tyras-Jonathan C.	CSFB Credit Agreement - Draft Schedules
1169 ACP/PAWP	Attachment					thomaspollock@paulhastings.com; melissaschwartz@paulhastings.com; kevinconboy@paulhastings.com	Schedule Redline doc
1170 ACP/PAWP	Email	Attachment	12/13/2002	Dietrich-Alan	Krapp-Tom; Young-Michael; Nieman-Michael L.	thomaspollock@paulhastings.com; melissaschwartz@paulhastings.com; kevinconboy@paulhastings.com	FW: CSFB Credit Agreement - Draft Schedules
1171 ACP/PAWP	Attachment						Credit Agreement #713424 - VATT-Fit
1172 ACP/PAWP	Attachment						CreditAgreementDiscSchedules.doc
1173 ACP/PAWP	Email		12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Krapp-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushton-Lisa K.; Tyras-Jonathan C.	CSFB Credit Agreement - Draft Schedules
1174 ACP/PAWP	Attachment		12/13/2002				clean.doc
1175 ACP/PAWP	Attachment		12/13/2002				redline.doc
1176 ACP/PAWP	Email		12/14/2002	Schwartz-Melissa C.	wpp@pearce-durick.com; wpp@bis.micco.net	Dietrich-Alan; Conboy-Kevin	Discussion of Draft CSFB Credit Agreement
1177 ACP/PAWP	Email		12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Krapp-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Rushton-Lisa K.; Tyras-Jonathan C.	RE: CSFB Credit Agreement - Draft Schedules
1178 ACP/PAWP	Email	Attachment	12/13/2002	Conboy-Kevin	Dietrich-Alan		FW: NW 2002 Credit Facility - First Draft of Credit Agreement
1179 ACP/PAWP	Attachment		12/13/2002				Credit Agreement #713424_v4.DOC
1180 ACP/PAWP	Email		12/13/2002	Schwartz-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan; Nieman-Michael L.	Conboy-Kevin; Pollock-Thomas R.; Patricia-Charles; Tyras-Jonathan C.	CSFB Credit Agreement - Draft Schedules
1181 ACP/PAWP	Attachment		12/13/2002				schedules.doc
					Atta Yen (E-mail); Miller-Richard A.; William J. Smith (E-mail); Krapp-Tom; Irving-Euclid A.; Short-Andrew M.; Sachs-Ornitz; McGrady-Sean H.; ivanegrimond@reedsmith.com; Marion-Michael P.; Nieman-Michael L.; Dietrich-Alan; Allan L. Karel (E-mail)		
1182 ACP/PAWP	Email		1/6/2003	McCannick-James	Cantor-Jonathan; Caplanie; Robert Jacobsen-Eric; Dietrich-Alan; Krapp-Tom		RE: NorthWestern Energy: Revised Comments to Paul J. Hastings Tax Opinion
1183 ACP/PAWP	Email		1/6/2003	Tribble-Kimberly			Draft Officer's Certificate and Legal Opinion
1184 ACP/PAWP	Attachment		1/6/2003				Officer's Certificate(v1).DOC
1185 ACP/PAWP	Attachment		1/6/2003				Legal Opinion(v1).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1186	ACF/IAWP	Email	11/06/2002	Dietrich-Alan	Sachs-Omri	Knapp-Tom	Opinions
1187	ACF/IAWP	Attachment	11/05/2002				LetterTemplate2002adp1.doc
1188	ACF/IAWP	Attachment	11/05/2002				LetterTemplate2002adp2.doc
1189	ACF/IAWP	Attachment	11/05/2002				LetterTemplate2002adp3.doc
1190	ACF/IAWP	Attachment	11/05/2002				LetterTemplate2002adp4.doc
1191	ACF/IAWP	Email	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom	Revised Regulation
1192	ACF/IAWP	Email	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom; Panizza-Charles	RE: FERC Securities Application
1193	ACF/IAWP	Attachment	10/29/2002				M&C Restructuring Fars.DOC
1194	ACF/IAWP	Email	03/19/2003	Knapp-Tom	Dietrich-Alan		FW: Comments on Revised draft 10K
1195	ACF/IAWP	Email	03/19/2003	Panizza-Charles	Dietrich-Alan		FW: Comments on Revised draft 10K
1196	ACF/IAWP	Email	03/17/2003	Dietrich-Alan	Knapp-Tom		FW: Revised draft of Form 10-K
1197	ACF/IAWP	Attachment	03/17/2003				NOR Form 10-K(v6).DOC
1198	ACF/IAWP	Attachment	03/15/2003				blkline 10-K.DOC
1199	ACF/IAWP	Email	03/15/2003	Jyras-Jonathan C.	Drook-Gary; Bruce L. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Rool-Becky; Smoot-Karen; Suiter-Mark; Davos-Michael; Ng-Emilie; Vesco-Elaine A.; Rausch-Dan; Kaufman-Curt; Lytic-Tammy; Pollock-Thomas R.; Delta Grotta-John F.; Kline-Scott C.; Zuppone-Michael; Monroe-Donald L.; Redding-John Tim; Friesa-Rick; Clark-Lonnie; Hanson-Mike; Young Michael; Monaghan-David A; Newell-Daniel; Kennedy-Patricia; Charles; Conroy-Kevin; Feldstein-Hydee R.; Austin-Jesse; Barcella-E. Lawrence; Pollock-Steven L.; Arands-Craig; Cotton-Jeff; Hare-Brett L.; Hoffman-Ciuff		
1200	ACF	Email	02/14/2002	Young-Michael	Saks-Scott R.; Davis-G. Eric		RE: Northwestern Corp. Business Section
1201	ACF/IAWP	Email	02/26/2002	Dietrich-Alan			ReDraft_v7.DOC
1202	IAWP	Attachment	02/26/2002				Revised Gas Operations Section
1203	ACF	Email	03/01/2002	Jacobsen-Eric			Gas Operations.doc
1204	ACF/IAWP	Attachment	02/26/2002	Thomas (Tom) R. Pollock (E-mail)	William (Bill) F. Schwitter (E-mail); Buus-Joy Lynn-Orme-Kopp; Dietrich-Alan; Young Michael (Corporate)		MD&A Draft 2.26.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1205 ACP	Email	Email	03/01/2002	Pollock-Thomas R.	Jacobsen-Eric	Kipp;Dietrich-Alan;Young-Michael (Corporate)	RE: MD&A REMINDER
1206 ACP	Email	Email	03/04/2002	Davis-G. Eric	Jacobsen-Eric;Jacobson-Eric	FW: MD&A REMINDER	FW: NorthWestern Bond10-K Time Line_v2.xls
1207 ACP/IAWP	Email	Email	03/05/2002	Kline-Scott C.	Dietrich-Alan;Jacobson-Eric	Kline-Scott C.	RE: NorthWestern Bond10-K Time Line_v2.xls
1208 ACP/IAWP	Email	Email	03/05/2002	Pollock-Thomas R.	Jacobsen-Eric;Dietrich-Alan	Jacobsen-Eric;Dietrich-Alan	NorthWestern 10-K Time Line_v2.xls
1209 ACP/IAWP	Attachment	Attachment	03/05/2002				NorthWestern Bond10-K Time Line_v2.xls
1210 ACP/IAWP	Email	Email	03/28/2002	Nilssen-Michael L.	Dietrich-Alan	Dietrich-Alan	RE: Form 10-K -March 2001
1211 ACP/IAWP	Email	Email	03/28/2002	Tyras, Jon	Buus-Joylynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K405 Proof Attachments
1212 ACP/IAWP	Attachment	Attachment	03/28/2002				J3056C2502_17_proof.pdf
1213 ACP/IAWP	Attachment	Attachment	03/28/2002				J3056C2502_17_proof.htm
1214 ACP/IAWP	Email	Email	04/01/2002	Buus-Joylynn	scottkline@paulhastings.com; Young-Michael; Dietrich-Alan	Evans-Liz; Lydic-Tammy; Dawn Dexter (E-mail); Jody Olbrantz (E-mail); Dietrich-Alan; Whitesel-Kurt; Young-Michael; Jacobsen-Eric	FW: ACCEPTED FORM TYPE 10-K405 (0001104659-02-001256)
1215 ACP/IAWP	Email	Email	04/01/2002	Orme-Kipp	Buus-Joylynn	Kline-Scott C.; Dietrich-Alan	RE: Northwestern Corporation 10-K405 Proof Files
1216 ACP/IAWP	Email	Email	04/01/2002	Pollock-Thomas R.	Buus-Joylynn; Young-Michael; Dietrich-Alan	Robert Lawrence	RE: Northwestern 10-K
1217 ACP/IAWP	Email	Email	04/01/2002	Tyras, Jon	Buus-Joylynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K405 Proof Files
1218 ACP/IAWP	Attachment	Attachment	04/01/2002				Attached draft Form 10-K
1219 ACP/IAWP	Attachment	Attachment	04/01/2002				Attached draft Form 10-K
1220 ACP/IAWP	Email	Email	04/01/2002	Kline-Scott C.	Pollock-Thomas R.; Dietrich-Alan	Robert Lawrence	NorthWestern 10-K
1221 ACP/IAWP	Email	Email	04/01/2002	Tyras, Jon	Buus-Joylynn; Young-Michael; Dietrich-Alan	Robert Lawrence	Northwestern Corporation 10-K405 Proof Files
1222 ACP/IAWP	Attachment	Attachment	04/01/2002				Attached draft Form 10-K
1223 ACP/IAWP	Attachment	Attachment	04/01/2002				Attached draft Form 10-K
1224 ACP/IAWP	Email	Email	10/08/2002	Smook-Karen	Ng-Emile; Schrum-Roder; Dietrich-Alan	B-K	10-08-02 NOR equity - UA 3-KWV).DOC
1225 ACP/IAWP	Attachment	Attachment	10/08/2002				
					Whitesel-Kurt; Dietrich-Alan; Hanson-Mike (CEO); Monaghan-David A; Young-Michael; Charters-John; Fries-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark; Davis-Michael		
1226 ACP/IAWP	Email	Email	11/08/2002	Jacobsen-Eric	Orme-Kipp	FW: Disclosure Comm & Sarbanes Oxley	FW: Disclosure Comm & Sarbanes Oxley
1227 ACP/IAWP	Attachment	Attachment	11/08/2002				1 - Disc Comm Intro Memo 11.8.02.doc
1228 ACP/IAWP	Attachment	Attachment	11/08/2002				2 - Disclosure Controls and Procedures (FINAL).DOC
1229 ACP/IAWP	Attachment	Attachment	11/08/2002				3 - Disc Comm & Sub-Comm Org Chartv1.PPT
1230 ACP/IAWP	Attachment	Attachment	11/08/2002				4 - Disc Comm Timeline 3rd Qtr 10-Q 2002 (FINAL).DOC
1231 ACP/IAWP	Attachment	Attachment	11/08/2002				5 - Prior Report 10-DA 5.30.02.PDF

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1232	ACPI/AWP	Email	11/09/2002	Whitesel-Kurt	Orme-Kipp; Bruce Smith; Gary Brook; Hylland-Richard; Jerry Johnson; Larry Ness; Lewis-Marie; Marilyn Seymann; Randy Darcy; Jacobsen-Eric; Dietrich-Alan; Hanson-Alive; Monaghan-David A; Young-Michael; Charters-John; Freska-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark; Hoffman-Clift; Polacek-Steven L.; Arends-Craig; Pollock-Thomas R.	Smook-Karen; Candy Boub; Diane Dutcher; Irene Feltner; Peg Richter; Suzette Burton; Fornash-Barbara; Dewey Irene	NorthWestern 3rd Quarter 100 Working Draft
1233	ACPI/AWP	Attachment	11/09/2002		Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Smook-Karen; Candy Boub; Diane Dutcher; Irene Feltner; Peg Richter; Suzette Burton; Fornash-Barbara; Dewey Irene	2002 100 September.doc
1234	ACPI/AWP	Email	11/12/2002	Smook-Karen		Harden-Paula; Bohrer-Kelly	Memos and Certifications to Disclosure Committee and Sub-Co
1235	ACPI/AWP	Attachment	11/12/2002		Jacobsen-Eric; Orme-Kipp; Dietrich-Alan; Hanson-Mike (CEO); Monaghan-David A; Young-Michael; Charters-John; Freska-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Snider-Mark		Attached email from Nicole Gerard re: delivery of corporate documents
1236	ACPI/AWP	Email	11/12/2002	Whitesel-Kurt	Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Freska-Rick; Atkinson-Tim; Newell-Daniel; Devoe-Michael; Newell-Daniel; Device-Michael; Newell-Daniel; Device-Michael; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L.; Arends-Craig; Pollock-Thomas R.; Whitesel-Kurt; Dietrich-Alan	Candy Boub; Peg Richter; Lewis-Marie; Hylland-Richard; Jacobsen-Eric; Bohrer-Corraine; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yosh-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	Updated 10Q
1237	ACPI/AWP	Email	11/12/2002	Orme-Kipp	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan		3rd Quarter 10Q Disclosure Review Meetings
1238	ACPI/AWP	Email	11/12/2002	Smook-Karen		Randen-Paula; Bohrer-Kelly	(Revised) Memos and Certifications to Disclosure Committee and Sub-Committees
1239	ACPI/AWP	Attachment	11/12/2002		Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan		Attached email from Nicole Gerard re: delivery of corporate documents
1240	ACPI/AWP	Email	11/12/2002	Smook-Karen		Randen-Paula; Bohrer-Kelly	Revision 2 - Memos and Certifications to Disclosure Committee and Sub-Committees
1241	ACPI/AWP	Attachment	11/12/2002		Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Freska-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L.; Arends-Craig; Pollock-Thomas R.; Dietrich-Alan	Candy Boub; Peg Richter; Lewis-Marie; Hylland-Richard; Jacobsen-Eric; Bohrer-Corraine; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yosh-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	Attached email from Nicole Gerard re: delivery of corporate documents
1242	ACPI/AWP	Email	11/12/2002	Whitesel-Kurt			RE: 3rd Quarter 10Q Disclosure Review Meetings

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
12431	ACPI/AWP	Attachment	11/12/2002				2002 10Q September v3 redline.doc
12441	ACPI/AWP	Attachment	11/12/2002				2002 10Q September v2 clean.doc
12451	ACPI/AWP	Attachment	11/12/2002				2002 10Q September v3 clean.doc
12461	ACPI/AWP	Attachment	11/12/2002				2002 10Q September v2 redline.doc
12471	ACPI/AWP	Email	11/13/2002	Smook-Karen	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randall-Paula; Bohrer-Kelly	V3-Memos and Certifications to Disclosure Committee and Sub-Committees
12481	ACPI/AWP	Attachment	11/13/2002				0-email from PHW (Revised) v3.doc
12491	ACPI/AWP	Attachment	11/13/2002				7-NOR Memo ERJ, Orme, Whitesel, Dietrich (Revised) v3.DOC
12501	ACPI/AWP	Attachment	11/13/2002				B-NOR Disclosure ERJ, Orme, Whitesel, Dietrich (Revised) v3.DOC
12511	ACPI/AWP	Attachment	11/13/2002				12-Disclosure Controls & Procedures Policy (Revised) v3.DOC
12521	ACPI/AWP	Attachment	11/13/2002				13-Memo Timeline to prepare 10-Q ended 083002 (Revised) v3.DOC
12531	ACPI/AWP	Attachment	11/13/2002				13-Organizational Chart-Disclosure Committee (Revised) v3.PPT
12541	ACPI/AWP	Email	11/13/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; mstrider@abclaw.com; Mongaghan-David A.; Hanson-Mike; Young-Michael; Polack-Steven L (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottkline@paul Hastings.com	Candy-Boub; Peg-Richter; Lewis-Merle; Hyland-Richard; Jacobsen-Eric; Bohrer-Fiona; Comrie; Smook-Karen; Wilcox-Joyce F.; Quirk-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Forman-Barbara	Updated 100 filing
12551	ACPI/AWP	Attachment	11/13/2002				2002 10Q September v4 clean.doc
12561	ACPI/AWP	Attachment	11/13/2002				2002 10Q September v4 redline.doc
12571	ACPI/AWP	Email	11/14/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; mstrider@abclaw.com; Mongaghan-David A.; Hanson-Mike; Young-Michael; Polack-Steven L (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; Price-Tonya; Dewey-Irene; Forman-Barbara	Candy-Boub; Peg-Richter; Lewis-Merle; Hyland-Richard; Jacobsen-Eric; Bohrer-Fiona; Comrie; Smook-Karen; Wilcox-Joyce F.; Quirk-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Forman-Barbara	RE: Updated 100 filing - Redline Update

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1258	ACPI/AWP	Email	11/14/2002	Whitesel-Kurt	Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Tim; Newell-Daniel; Devore-Michael; Inside@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael	Orme-Kipp; Jacobson-Eric; Dietrich-Alan	Final Draft Comments
1259	ACPI/AWP	Email	11/14/2002	Jacobsen-Eric	Whitesel-Kurt; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Tim; Newell-Daniel; Devore-Michael; Inside@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael	Orme-Kipp; Dietrich-Alan	RE: Final Draft Comments
1260	ACPI/AWP	Email	11/14/2002	Charters-John	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Tim; Newell-Daniel; Devore-Michael; Inside@ebclaw.com; Monaghan-David A; Devore-Michael; Young-Michael; Polacek-Steven L (US - Minneapolis); Agents-Craig (US - Minneapolis); Pollock-Thomas R; Dietrich-Alan; Tyra-Jonathan C.; Price-Tonya; Dewey-Irene; Fornash-scottkline@paulhastings.com	Candy Boub; Peg Richter; Lewis-Merle; Hurland-Richard; Jacobson-Eric; Bohner-Corinne; Smoot-Karen; Wilcox-Joyce F; Quick-Laura; Ost-Laura; Wilson-Nicole; Barbara	RE: Updated 100 filing - Redline Update
1261	ACPI/AWP	Attachment	03/29/2002				Draft 2001 Form 10-K
1262	ACPI/AWP	Attachment	03/29/2002				Draft 2001 Form 10-K
1263	ACPI/AWP	Attachment	03/29/2002				Draft 2001 Form 10-K
1264	ACPI/AWP	Attachment	04/01/2002				Draft 2001 Form 10-K
1265	ACPI/AWP	Attachment	04/01/2002				Draft 2001 Form 10-K
1266	ACPI/AWP	Attachment	04/01/2002				Draft 2001 Form 10-K
1267	ACPI/AWP	Attachment	05/30/2003				Draft 2002 100 September.doc
1268	ACPI/AWP	Attachment	05/30/2003				2002 100 September v3 clean.doc
1269	ACPI/AWP	Attachment	05/30/2003				2002 100 September v3 redline.doc
1270	ACPI/AWP	Attachment	05/30/2003				2002 100 September v2 clean.doc
1271	ACPI/AWP	Attachment	05/30/2003				2002 100 September v2 redline.doc
1272	ACPI/AWP	Attachment	05/30/2003				2002 100 September v4 clean.doc
1273	ACPI/AWP	Attachment	05/30/2003				2002 100 September v4 redline.doc
1274	ACPI/AWP	Email	06/20/2003	Dietrich-Alan	nicolegerard@paulhastings.com	September 30, 2002 Disclosure Committee emails	
1275	ACPI/AWP	Email	07/14/2003	Krapp-Tom	VanCamp-John; Dietrich-Alan; Ng-Emille	FW: Replacement of QuIP-S Trustees	
1276	ACPI/AWP	Attachment	07/14/2003			Appointment of Admin Trustees Montana Power Capital I - Dietrich, Van Camp, Ng(V1).DOC	
1277	ACPI/AWP	Attachment	07/14/2003			Resignation of Atom Trustees of Montana Power Capital I - Orme, Whitesel, Jacobson(V1).DOC	
1278	ACPI/AWP	Attachment	07/14/2003			Amendment of Trust Agreement Montana Power Capital I - Orme, Whitesel, Jacobson TO Dietrich, Van Camp, Ng(V1).DOC	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1279	ACPI/AWP	Attachment	07/14/2003				Letter to M. Lewinski re replacement of Admin Trustees Montana Power Capital I - Orme, Wiesel, Jacobsen TO Dietrich, Van Camp, Ng(vj).DOC
							Drook-Gary; Bruce J. Smith; Larry Ness; Jerry Johnson; Hylland Richard; Prof. Becky; Smook-Karen; Snider Mark; Devos-Michael; Ng-Ermitte; Vesco-Elaine A; Rausch-Dan; Kaufman-Curt; Lydic- Tammy; Pollock-Thomas R.; Della Grotta-John F.; Zuppone-Michael; Morrow-Donald L.; Reffing-John A.; Fushion-USA K.; Hong-Jennifer L.; Patrizia-Charles; Comby-Kevin; Feldstein-Hyde R.; Austin-Jesse; Barcella-E; Lawrence; Schwartz-Melissa Debarai; Kitewar-Kendall; Foss-Chris; Dietrich-Alan; Schrum-Roger; Snella-Marty; Younger-Chris; Nieman- Michael L
1280	ACPI/AWP	Email	04/06/2003	Kline-Scott C.			
1281	ACPI/AWP	Attachment	04/06/2003				
1282	ACPI/AWP	Attachment	04/06/2003				
1283	ACPI/AWP	Email	07/31/2002	Jacobsen-Eric	Dietrich-Alan		
							scottkline@paulhastings.com; danielwheeler@paulhastings.com; michaelkroyer@paulhastings.com; scottaks@paulhastings.com
1284	ACPI/AWP	Email	07/30/2002	Dietrich-Alan	Jacobsen-Eric; Fornash-Barbara		Proposed Memos to Accompany Resolutions for NOR Board Mtg
1285	ACPI/AWP	Attachment	07/30/2002				QuipsMemo.doc
1286	ACPI/AWP	Attachment	07/30/2002				MPC Restructuring Memo.doc
1287	ACPI/AWP	Email	07/25/2002	Saks-Scott R.	Dietrich-Alan; Jacobsen-Eric		NorthWestern QJIN's Resolutions NorthWestern ResolutionsV2.DOC
1288	ACPI/AWP	Attachment	07/25/2002				Form 10-K
1289	ACP	Email	03/28/2001	Urinko-Lori	Dietrich-Alan		Revised Form 10-K.doc
1290	ACP	Attachment	03/28/2001				10-K Redline - Further Revision
1291	ACPI/AWP	Email	03/07/2001	Dietrich-Alan	Young-Michael		2001FormOKADDComments.doc
1292	ACPI/AWP	Attachment	03/07/2001		Urinko-Lori		Rightsamend.doc
1293	ACPI/AWP	Attachment	03/07/2001				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1294	ACPI/AWP	Email	05/21/2003	Dietrich-Alan	Thomas Pollock (E-mail); scottkline@paulhastings.com	Jacobsen-Eric	Draft Resolution
1295	ACPI/AWP	Attachment	05/21/2003				UWC/TrustPref.doc
1296	ACPI/AWP	Email	05/21/2003	Schrum-Roger	Drook-Gary; Jacobsen-Eric; Dietrich-Alan	thomaspollock@paulhastings.com; rmead@gavinanderson.com; dmead@gavinanderson.com	Draft News Release
1297	ACPI/AWP	Attachment	05/21/2003				June 3 Release.doc
1298	ACPI/AWP	Email	05/21/2003	Kline-Scott C.	Dietrich-Alan	Pollock-Thomas R.; Saks-Scott R.	TOPS and QUIPS interest resolution and press release
1299	ACPI/AWP	Email	05/21/2003	Dietrich-Alan	Drook-Gary	Orme-Kipp; Jacobsen-Eric	TOPS and QUIPS interest
1300	ACPI/AWP	Email	05/21/2003	Kline-Scott C.	Dietrich-Alan; Saks-Scott R.	UWC TrustPref.Draft.doc	Trust Preferred
1301	ACPI/AWP	Attachment	05/21/2003				Current Draft
1302	ACPI/AWP	Email	05/22/2003	Schrum-Roger	Dietrich-Alan		
1303	ACPI/AWP	Email	05/22/2003	Dietrich-Alan	Jacobsen-Eric	Thomas Pollock (E-mail); scottkline@paulhastings.com	Board Resolution
1304	ACPI/AWP	Email	05/22/2003	Kline-Scott C.	Dietrich-Alan	Saks-Scott R.; Pollock-Thomas R.	UWC Re: interest on TOPsS
1305	ACPI/AWP	Attachment	05/22/2003				UWC TrustPref.Draft.2.doc
1306	ACPI/AWP	Email	05/22/2003	Dietrich-Alan	Jacobsen-Eric		FW: UWC Re: interest on TOPsS
1307	ACPI/AWP	Email	05/22/2003	Kline-Scott C.	Schrum-Roger	Pollock-Thomas R.; Jacobsen-Eric;	TOPS Draft Press Release
1308	ACPI/AWP	Attachment	05/22/2003				June 3 Draft Release
1309	ACPI/AWP	Email	05/22/2003	Dietrich-Alan	Drook-Gary; marilyn@monesinc.com; randy.darey@gemnills.com; jerry@cioa.gov; lness@firstdakota.com; ljramaekers@bellsouth.net; bsmith@glawfirm.com	Orme-Kipp; Jacobsen-Eric; Schrum-Roger; Thomas Pollock (E-mail); suzette@monesinc.com; diane.dietrich@gemnills.com	Discussion of Draft Resolution Concerning Trust Preferred Analysis on NOR Liquidity by David Kuntz
1310	ACPI/AWP	Attachment	05/22/2003			thomaspollock@paulhastings.com; scottkline@paulhastings.com; ronyras@paulhastings.com; rmead@gavinanderson.com; Dietrich-Alan	Final Draft May 23 News Release
1311	ACPI/AWP	Email	05/22/2003	Schrum-Roger	Drook-Gary; Jacobsen-Eric; Austin-Bill; Orme-Kipp		May 23 draft Release.doc
1312	ACPI/AWP	Attachment	05/22/2003				FW: NorthWestern Energy LLC QUIPS issues
1313	ACP	Email	07/17/2002	Panzica-Charles	Dietrich-Alan		NORTHWESTERN - Open Items for CSFB Credit
1314	ACPI/AWP	Email	12/17/2002	Schwart-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan	Conroy-Kevin	Agreement Closing
1315	ACPI/AWP	Attachment	12/17/2002				Draft Closing Certificate.doc
1316	ACPI/AWP	Attachment	12/17/2002				NW 2002 Credit Facility Form of Compliance Certificate #718957.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1317	ACPI/AWP	Email	12/15/2002	Nieman-Michael L	Schwarz-Melissa C.; Monaghan-David A; Dietrich-Alan; Tyras-Jonathan C.	Orme-Kipp; Jacobsen-Eric	RE: RE: CSFB Credit Agreement - Draft Schedules - Investments 6-8
1318	ACPI/AWP	Attachment	12/16/2002		Schwarz-Melissa C.; Tyras-Jonathan C.; Dietrich-Alan		Schedule 6-8 Investments - 12/16/02 Draft.doc
1319	ACPI/AWP	Email	12/16/2002	Nieman-Michael L	Schwarz-Melissa C.; Tyras-Jonathan C.; Dietrich-Alan	Orme-Kipp; Jacobsen-Eric	RE: NORTHWESTERN/CSFB Credit Agreements - Revised Draft Schedules - schedule 6-6
1320	ACPI/AWP	Attachment	12/16/2002				Schedule 6-6 Guarantee Obligations - 12-16-02 Draft.doc
1321	ACP	Email	12/16/2002	Schwartz-Melissa C.	Nieman-Michael L; Monaghan-David A; Dietrich-Alan; Tyras-Jonathan C.		RE: RE: CSFB Credit Agreement - Draft Schedules
1322	ACP	Email	12/16/2002	Monaghan-David A	Nieman-Michael L; Dietrich-Alan; Tyras-Jonathan C.; Nieman-Michael L; Dietrich-Alan; melissaschwartz@paulhastings.com; jonyras@paulhastings.com; melissaschwartz@paulhastings.com; jonyras@paulhastings.com; melissaschwartz@paulhastings.com; jonyras@paulhastings.com		RE: RE: CSFB Credit Agreement - Draft Schedules
1323	ACP	Email	12/14/2002	Dietrich-Alan	Dietrich-Alan		FW: RE: CSFB Credit Agreement - Draft Schedules
1324	ACPI/AWP	Email	12/14/2002	Schwartz-Melissa C.	lco@bbkh.com; stan@bbkh.com	Dietrich-Alan; Combs-Kevin	Discussion of Draft Northwestern Credit Agreement NW Preline.doc
1325	ACPI/AWP	Attachment	12/14/2002		Dietrich-Alan; melissaschwartz@paulhastings.com; jonyras@paulhastings.com; Monaghan-David A		RE: CSFB Credit Agreement - Draft Schedules
1326	ACP	Email	12/14/2002	Nieman-Michael L	Dietrich-Alan		RE: CSFB Credit Agreement - Draft Schedules
1327	ACP	Email	12/14/2002	Schwartz-Melissa C.	Jacobsen-Eric; Young-Michael (Corporate); Dietrich-Alan		Fw: RE: CSFB Credit Agreement - Draft Schedules
1328	ACP	Email	04/17/2002	Buus-Joylyn	Alan	'scottkline@paulhastings.com'	Proposed Subsidiary Listing for 10-K/A
1329	ACPI/AWP	Attachment	04/17/2002	Kline-Scott C.	Dietrich-Alan		Draft Exhibit 21 to 10-K- List of Subsidiaries
1330	ACPI/AWP	Email	04/17/2002	Kline-Scott C.	Orme-Kipp; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	'scottkline@paulhastings.com'; Craig Arends	Draft Exhibit 21 to 10-K
1331	ACPI/AWP	Email	04/18/2002	Buus-Joylyn	Orme-Kipp; Jacobsen-Eric; Young-Michael; Whitesel-Kurt	'scottkline@paulhastings.com'; Craig Arends	Draft Add'l Exhibit to 10-K/A; Ratio of earnings to charges
1332	ACPI/AWP	Attachment	04/18/2002		Orme-Kipp; Jacobsen-Eric; Young-Michael; Dietrich-Alan; Whitesel-Kurt; Nieman-Michael L	Craig Arends	Draft Exhibit 12 to 10-K
1333	ACPI/AWP	Email	04/18/2002	Buus-Joylyn			FW: Northwestern Corporation 10-K/A Proof Files
1334	ACPI/AWP	Attachment	04/18/2002				J3383C2502_4_proof.pdf
1335	ACPI/AWP	Attachment	04/18/2002				J3383C2502_4_proof.htm
1336	ACPI/AWP	Email	04/18/2002	Nieman-Michael L	Orme-Kipp; Buus-Joylyn; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	'scottkline@paulhastings.com'; Craig Arends	RE: Draft Add'l Exhibit to 10-K/A; Ratio of earnings to fixed charges
1337	ACPI/AWP	Email	04/18/2002	Orme-Kipp	Buus-Joylyn; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	'scottkline@paulhastings.com'; Craig Arends	RE: Draft Add'l Exhibit to 10-K/A; Ratio of earnings to fixed charges
1338	ACPI/AWP	Email	04/19/2002	Buus-Joylyn	Orme-Kipp; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	'scottkline@paulhastings.com'; Craig Arends	RE: Draft Add'l Exhibit to 10-K/A; Ratio of earnings to fixed charges

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1339 ACP	Email	05/23/2003	Kline-Scott C.	Drook-Gary;Jacobsen-Eric	Saks-Scott R.;Dietrich-Alan;Pollock-Thomas R.;Tyres-Jonathan C.		Discussion of legal documents to be prepared in relation to TOPS and CUIPs Trustees
1340 ACP/AWP	Email	07/09/2002	Dietrich-Alan	Jacobsen-Eric;Orme-Kipp			FW: Draft 10KA for NorthWestern Energy
1341 ACP/AWP	Attachment	07/08/2002					Draft NOR cover letter to directors re MPC's 10-K A(v1).DOC
1342 ACP/AWP	Attachment	07/08/2002					NORTHWESTERN ENERGY - 10-K A (July 2002)(v2).DOC
1343 ACP/AWP	Email	07/08/2002	Wheeler-Daniell F.	Dietrich-Alan	Kline-Scott C.		Draft 10KA for NorthWestern Energy
1344 AWP	Attachment	12/27/2002					Draft 10-K NOR Board of Directors Draft Minutes
1345 ACP	Email	03/22/2002	Davis-G. Eric	Dietrich-Alan	Kline-Scott C.		Legal discussion of CSFB credit facility documents
1346 ACP	Email	03/20/2002	Dietrich-Alan	Jacobsen-Eric			Discussion of terms of CSFB credit facility
1347 ACP	Email	03/20/2002	Kline-Scott C.	Dietrich-Alan	Young-Michael; Pollock-Thomas R.; Davis-G. Eric		Discussion of terms of CSFB credit facility
1348 ACP	Email	03/20/2002	Kline-Scott C.	Dietrich-Alan	Young-Michael; Pollock-Thomas R.; Davis-G. Eric		Discussion of terms of CSFB credit facility
1349 ACP	Email	12/18/2002	Hong-Jennifer L.	Kline-Scott C.;Jacobsen-Eric;Dietrich-Alan	Pollock-Thomas R.;Tyres-Jonathan C.;Comboy-Kevin;Lopach-Dennis		RE: NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1350 ACP	Email	12/18/2002	Kline-Scott C.	Dietrich-Alan;Jacobsen-Eric	Pollock-Thomas R.;Tyres-Jonathan C.		Draft CSFB facility resolutions
1351 AWP	Attachment	12/16/2002					Attached draft December 2002 board resolutions
1352 ACP	Email	12/18/2002	Kline-Scott C.	Dietrich-Alan;dietrich1523@msn.com'			NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1353 ACP	Attachment	12/18/2002					NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1354 ACP	Email	12/17/2002	Schwartz-Melissa C.	Smook-Karen	Dietrich-Alan;Comboy-Kevin		Legal opinion on CSFB credit facility
1355 ACP	Email	12/17/2002	Kline-Scott C.	Jacobsen-Eric;Dietrich-Alan	Pollock-Thomas R.;Tyres-Jonathan C.;Comboy-Kevin;Hong-Jennifer L.		NOR - 2002 Senior Credit Facility Resolutions_v2.DOC
1356 ACP	Email	12/17/2002	Kline-Scott C.	Dietrich-Alan;Jacobsen-Eric	Pollock-Thomas R.;Tyres-Jonathan C.;Comboy-Kevin;Hong-Jennifer L.		Draft CSFB Senior Credit Facility Resolutions
1357 ACP	Attachment	12/17/2002					NOR - 2002 Senior Credit Facility Resolutions Draft
1358 ACP	Attachment	12/17/2002					Readline doc
1359 ACP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan	Comboy-Kevin		Legal opinion on CSFB credit facility
1360 ACP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan	Comboy-Kevin		Legal opinion on CSFB credit facility
1361 ACP	Email	12/13/2002	Dietrich-Alan	Schwartz-Melissa C.	kevincomboy@paulhastings.com;Haede-Donna;amyejang@northwestern.com';Dietrich-Alan;Coleman-Patrick		RE: legal opinion on CSFB credit facility

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1362 ACP	Email	Attachment	12/13/2002	Nieman-Michael L.	Schwartz-Melissa C.;Orme-Kipp; jacobsen-Eric; Dietrich-Alan	Conboy-Kevin; Pollock-Thomas R.;Patrizia-Charles;Tyas-Jonathan C.	RE: CSFB CREDIT AGREEMENT - Draft Schedules
1363 ACP	Email	Attachment	12/13/2002	Conboy-Kevin	Schwartz-Melissa C.;Dietrich-Alan	Jacobsen-Eric	Attached draft disclosure schedules to credit agreement
1364 ACP	Email	Attachment	12/13/2002	Schwartz-Melissa C.;Dietrich-Alan	Ron Depue	Dietrich-Alan	RE: legal opinion on CSFB credit facility
1365 ACP	Email	Attachment	12/13/2002	Ron Depue	Schwartz-Melissa C.	Dietrich-Alan	RE: legal opinion on regulatory approval
1366 ACP	Email	Attachment	12/13/2002	Schwartz-Melissa C.	rodepuelaw@coxus.net	Dietrich-Alan; Conboy-Kevin	RE: legal opinion on CSFB credit facility
1367 ACP	Email	Attachment	12/13/2002	Schwartz-Melissa C.			Discussion of legal opinion on CSFB credit facility
1368 ACP	Email	Attachment	12/13/2002				Attached draft opinion letter by Paul Hastings to agent, arranger, co-arrangers and lenders
1369 ACP	Email	Attachment	12/13/2002	Jacobsen-Eric	'Schwartz-Melissa C.'; Orme-Kipp; Dietrich-Alan; Nieman-Michael L.	Conboy-Kevin; Pollock-Thomas R.;Patrizia-Charles; Tyas-Jonathan C.; Knapp-Tom; Young-Michael	RE: Cstb Credit Facility - Draft Schedules
1370 ACP	Email	Attachment	08/12/2002	Haeder-Donna	Knapp-Tom	Coleman-Patrick; DeLong Amy; Dietrich-Alan	RE: Legal steps associated with going flat transaction
1371 ACP	Email	Attachment	11/14/2002	Decker-Jeffrey	Knapp-Tom; Marion-Michael P.; Lopach-Dennis; jenniferhong@paulhastings.com; Corcoran-Patrick R	Dietrich-Alan	RE: Discussion of NOR name change after going flat transaction
1372 ACP/AWP	Email	Attachment	02/15/2002	Dietrich-Alan	'scottstarks@paulhastings.com'; 'young-michael; Herr-Glen'; tps4trava@hotmail.com'	Jacobsen-Eric	NOR 10-K draft
1373 ACP/AWP	Email	Attachment	02/15/2002	Dietrich-Alan	Han-Glen (COO)		10-KDraft2002.DOC
1374 ACP/AWP	Email	Attachment	02/17/2002	Dietrich-Alan	Young-Michael		Draft 10-K
1375 AWP	Email	Attachment	03/08/2002				Fee2002Audit Committee draft minutes
1376 AWP	Email	Attachment	03/08/2002				Fee27/02Audit Committee draft minutes
1377 AWP	Email	Attachment	04/08/2002				Apr02Audit Committee draft minutes
1378 ACP/AWP	Email	Attachment	05/20/2002	Buus-Joyhnn	Holland-Richard; jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Young-Michael; Dietrich-Alan; Craig Arends (Email); Dave Olson (Email)		FW: NOR 10-K draft exhibit list
1379 ACP/AWP	Email	Attachment	05/20/2002	Dietrich-Alan	Thomas Pollock (Email); jacobsen-Eric		NOR 10-K draft exhibit list
1380 ACP	Email	Attachment	07/25/2003	Dietrich-Alan			Draft Minutes - JPV 15th NOR Board Mtg
1381 ACP	Email	Attachment	09/17/2003	Dietrich-Alan	Kraupp-Tom; Whitesel-Kurt	Jacobsen-Eric; Nieman-Michael L.; Orme-Kipp	Internal Accounting Controls Memo
1382 ACP	Email	Attachment	09/05/2001				Form S-3 (9-5 Draft).doc
1383 ACP/AWP	Email	Attachment	06/23/2003	Garrett-Nicole	Jacobsen-Eric; Dietrich-Alan; Whitesel-Kurt	Kline-Scott C.	NOR Due Diligence Sessions Re 6/30/02 and 9/3/02 Form 10-Qs
1384 ACP/AWP	Email	Attachment	06/23/2003				Memo re diligence sessions for NOR's 6/30/02 and 9/30/02 10Qs(v1).DOC
1385 ACP	Email	Attachment	04/25/2002	Dietrich-Alan	Decker-Jeffrey		RE: Discussion of revisions to NWE 10K filing

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1383 ACP	Email	Email	03/28/2002	Kline-Scott C.	Dietrich-Alan		Draft NOR 10-K exhibits
1387 ACP	Email	Email	09/23/2002	Dietrich-Alan	Lafave-Bleau		Discussion of MFC 10-K
1388 ACP	Email	Email	04/03/2003	Knapp-Tom	Dietrich-Alan; Nolander-Jan; scottkline@paulhastings.com'	VanCamp-John	RE: Do we need to address this in the 10-K?
1389 ACP	Email	Email	04/03/2003	Knapp-Tom	Dietrich-Alan; Nolander-Jan; scottkline@paulhastings.com'; scottkline@paulhastings.com'	VanCamp-John	RE: Do we need to addres this in the 10-K?
1390 ACP	Email	Email	04/03/2003	Nolander-Jan	Dietrich-Alan; Knapp-Tom; Nolander-Jan; scottkline@paulhastings.com'; scottkline@paulhastings.com'	VanCamp-John	RE: Do we need to address this in the 10-K?
1391 ACP	Email	Email	04/03/2003	Dietrich-Alan	scottkline@paulhastings.com'; scottkline@paulhastings.com'	VanCamp-John	RE: Do we need to addres this in the 10-K?
1392 ACP	Email	Email	04/02/2003	Knapp-Tom	Dietrich-Alan		FW: Do we need to address this in the 10-K?
1393 ACP	Email	Email	04/03/2003	Dietrich-Alan	Knapp-Tom; scottkline@paulhastings.com'	Nolander-Jan	RE: Do we need to address this in the 10-K?
1394 ACP	Email	Email	04/03/2003	Knapp-Tom	Dietrich-Alan; Nolander-Jan; scottkline@paulhastings.com'; scottkline@paulhastings.com'	VanCamp-John	RE: Do we need to address this in the 10-K?
1395 ACP	Email	Email	04/03/2003	Knapp-Tom	Dietrich-Alan; Nolander-Jan; scottkline@paulhastings.com'	VanCamp-John	RE: Do we need to address this in the 10-K?
1396 ACP	Email	Email	04/07/2003	Jacobsen-Eric	Orme-Kipp; Buus-Joylyn	Dietrich-Alan; Whitesel-Kurt; Young-Michael	RE: Northwestern Corporation 10-K&05 Proof Files
1397 ACP	Email	Email	07/09/2002	Jacobsen-Eric	Young-Michael	Dietrich-Alan	RE: 2001 10-K Draft
1398 ACP/HWP	Email	Email	03/21/2001	Dietrich-Alan	Urko-Lori	Young-Michael	10-K Exhibit 21 Draft
1399 ACP/HWP	Attachment		03/21/2001				Draft Exhibit21 to 10-K
1400 ACP	Email	Email	03/26/2002	Kline-Scott C.	Buus-Joylyn	Dietrich-Alan	Draft 10-K Exhibits
1401 ACP	Email	Email	03/26/2002	Kline-Scott C.	Buus-Joylyn	Dietrich-Alan	Draft 10-K Exhibits
1402 ACP	Email	Email	03/26/2002	Kline-Scott C.	Buus-Joylyn; Dietrich-Alan	Dietrich-Alan	RE: Draft 10-K
1403 ACP	Email	Email	03/26/2002	Buus-Joylyn	Dietrich-Alan; scottkline@paulhastings.com		RE: Draft 10-K
				Kipp; Young-Michael; Hyland-Richard; Jacobsen-Eric; Orme-Kipp; Young-Michael; Whitesel-Kurt; Dave Olson (EMail); Dietrich-Alan			
1404 ACP	Email	Email	03/20/2002	Kline-Scott C.	Buus-Joylyn	Dietrich-Alan	RE: Draft Form 10-K Draft
1405 ACP	Email	Email	03/20/2002	Kline-Scott C.	Buus-Joylyn; Dietrich-Alan		RE:Draft NOR 10-K Exhibits
1406 ACP	Email	Email	03/20/2002	Kline-Scott C.	Buus-Joylyn; Dietrich-Alan		Draft NOR 10-K Exhibits
1407 ACP	Email	Email	03/20/2002	Dietrich-Alan	Young-Michael; Buus-Joylyn		RE:Draft Subsidiary List - 10-K
1408 ACP	Email	Email	03/20/2002	Dietrich-Alan	Buus-Joylyn; Dietrich-Alan		RE:Draft Subsidiary List - 10-K
1409 ACP	Email	Email	03/20/2002	Young Michael	Buus-Joylyn; Dietrich-Alan		RE:Draft Subsidiary List - 10-K
1410 ACP	Email	Email	04/19/2002	Buus-Joylyn	Orme-Kipp; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhastings.com; Craig Arends (E-mail)	RE: Add Exhibit to 10-K/A: Ratio of earnings to fixed charges
1411 ACP	Email	Email	04/18/2002	Nieman-Michael L	Orme-Kipp; Buus-Joylyn; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhastings.com; Craig Arends (E-mail)	RE: Add Exhibit to 10-K/A: Ratio of earnings to fixed charges
1412 ACP	Email	Email	04/18/2002	Orme-Kipp	Orme-Kipp; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhastings.com; Craig Arends (E-mail)	RE: Add Exhibit to 10-K/A: Ratio of earnings to fixed charges

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1413	ACP	Email	04/18/2003	Buus-Joylyn	Orme-Kipp; Nieman-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhastings.com Craig Arends (E-mail)	Act 1 Exhibit to 10-KA: Ratio of earnings to fixed charges
1414	ACP	Attachment	04/18/2002				Draft Exhibit 12 to 10-K
1415	ACP	Email	07/12/2002	Orme-Kipp	Dietrich-Alan		RE: LLC 10-K signatures question
1416	ACP	Email	07/11/2002	Kline-Scott C.	Dietrich-Alan		RE: LLC 10-K signatures question
1417	ACP	Email	07/11/2002	Dietrich-Alan	Jacobsen-Eric		RE: LLC 10-K signatures question
1418	ACP	Email	07/10/2002	Kline-Scott C.	Jacobsen-Eric		RE: LLC 10-K signatures question
1419	ACP/AWP	Email	03/17/2003	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	scottkline@paulhastings.com	FW: LLC 10-K signatures question
1420	ACP/AWP	Email	03/18/2003	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	scottkline@paulhastings.com	FW: LLC 10-K signatures question
1421	ACP/AWP	Email	03/17/2003	Knapp-Tom	Dietrich-Alan		10-K Comments - Expands Section
1422	ACP	Email	03/17/2003	Dietrich-Alan	Nieman-Michael L.; Kiewer-Kendall; Young-Michael (Legal)		10-K Draft - Page 107 (Clear Copy, March 15th Draft)
1423	ACP	Email	03/17/2003	Nieman-Michael L.	Dietrich-Alan; Jonyras@paulhastings.com		RE: Revised draft of Form 10-K
1424	ACP	Email	03/17/2003	Dietrich-Alan	Nieman-Michael L.		Jean Stiegemeyer Warrant - Suggested Alternative
1425	ACP	Email	03/17/2003	Dietrich-Alan	Nieman-Michael L.; Jonyras@paulhastings.com		Language for 10-K (page 34 of current non-redline draft)
							RE: Updated language for 10-K
							RE: Updated language for 10-K
1426	ACP	Email	03/06/2003	Dietrich-Alan	Newell-Daniel; Kennedy-Rob; Devoe-Michael; Rausch		Updated Language for 10-K
1427	ACP/AWP	Email	03/06/2003	Dietrich-Alan	Kiewer-Kendall; Nieman-Michael L.		
1428	ACP/AWP	Attachment	03/06/2003				
1429	ACP	Email	03/07/2003	Kennedy-Rob	Dietrich-Alan		
1430	ACP	Email	03/07/2003	Dietrich-Alan	Kennedy-Rob		
1431	ACP	Email	03/08/2003	Dietrich-Alan	Nieman-Michael L.; Whitesel-Kurt		
1432	ACP/AWP	Email	05/12/2003	Dietrich-Alan	Kiewer-Kendall		
1433	ACP/AWP	Attachment	05/09/2003				
1434	ACP	Email	04/08/2003	Kline-Scott C.	Dietrich-Alan		10-K draft
1435	ACP	Email	04/15/2003	Hyland-Richard	Jacobsen-Eric		RE: 10-K Signature Pages
1436	ACP	Email	04/11/2003	Kline-Scott C.	Dietrich-Alan		RE: NOR 10-K
1437	ACP	Email	04/15/2003	Dietrich-Alan	Thomas Pollock	Jacobsen-Eric	FW: 10-K Signature Pages
1438	ACP	Email	04/14/2003	Hyland-Richard	Dietrich-Alan	Jacobsen-Eric	RE: 10-K Signature Pages
1439	ACP	Email	04/14/2003	Dietrich-Alan	Jacobsen-Eric	Pollock, Thomas	FW: 10-K Signature Pages
1440	ACP	Email	04/14/2003	Pollock, Thomas R.	Jacobsen-Eric		RE: 10-K Signature Pages
1441	ACP	Email	04/14/2003	Dietrich-Alan	Haffill-Carol		10-K Signature Pages
1442	ACP	Email	02/17/2003	Knapp-Tom	Dietrich-Alan		FW: NCS audit issues

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1443 ACP	Email		02/17/2003	Jacobsen-Eric	Knapp-Tom; Dietrich-Alan Whitesea-Kurt; 'suhumbert@deloitte.com'	Knapp-Tom; Hansen-Mike; Orme-Kipp	FW: NCS audit issues
1444 ACP	Email		04/15/2003	Dietrich-Alan			RE: Attorney Letter to D&T
1445 ACP/AWP	Email		03/14/2003	Dietrich-Alan	Davis-G. Eric	Kline, Scott	RE: Draft Proxy Statement
1446 ACP	Email		03/28/2002	Johnson-Jerry W	Dietrich-Alan		RE: Draft Proxy Statement, Report discussion
1447 ACP/AWP	Email		01/22/2002	Dietrich-Alan	Young-Michael; Jacobsen-Eric		RE: Proxy Discussion with Jake
1448 ACP/AWP	Email		01/22/2002	Young-Michael	Dietrich-Alan		RE: Proxy Discussion with Jake
1449 ACP/AWP	Email		03/19/2002	Kline-Scott C.	Davis-G. Eric	Kline-Scott C.; Pollock-Thomas R.	RE: Revised NorthWestern 2002 Proxy Statement
1450 ACP/AWP	Email		03/13/2002	Davis-G. Eric	Dietrich-Alan		RE: Revised NorthWestern 2002 Proxy Statement
1451 ACP/AWP	Email		03/13/2002	'Davis-G. Eric'	Dietrich-Alan; Concoran-Patrick R; Lafave-Steve; Whitesea-Kurt; Kindt-Ernest J	Hanson-Mike; Fournash-Barbara; NW-E Senior I Leaders; Gates-David G	RE: Revised NorthWestern 2002 Proxy Statement; Strategic Sourcing Initiatives with discussion on legal issues involved
1452 ACP	Email		02/19/2003	Trandem-Greg			Draft Minutes of Cornerstone Audit Committee Meeting
1453 ACP/AWP	Attachment		10/16/2001	Dietrich-Alan	Orme-Kipp		Legal discussion about Exponent's valuation Expert FW: Blue Dot & Exponent's Investment Authority Draft
1454 ACP	Email		05/29/2001				memo and resolution discussion
1455 ACP	Email		04/18/2002	Dietrich-Alan	Orme-Kipp		Audit Committee Charter Draft
1456 ACP	Email		01/29/2003	Gerrard-Nicole	Jacobsen-Eric; Dietrich-Alan	Pollock-Thomas R.	NOR Audit Committee Charter(V2).DOC
1457 ACP/AWP	Attachment		01/29/2003	Gerrard-Nicole	Jacobsen-Eric	Dietrich-Alan	RE: Audit Committee Charter Draft
1458 ACP	Email		01/29/2003				NOR Audit Committee Charter Draft
1459 ACP/AWP	Attachment		07/29/2003				
1460 ACP	Email		04/23/2001	Dietrich-Alan	jerry@usd.edu; bsmith@gilawfirm.com; john.charters@qcs-us.com	lewis.Merle; Hyland-Richard; Orme-Kipp; Jacobsen-Eric; prichter@gilawfirm.com; 'randy.darc.y@gannett.com'	ProposedAuditCharter.doc
1461 ACP/AWP	Attachment		04/23/2001				Revised NorthWestern Audit Committee Charter
1462 ACP	Email		01/31/2003	Dietrich-Alan	'bsmith@gilawfirm.com'; 'Orme-Kipp'; 'Roef-Becky'; Jacobsen-Eric; 'Drook-Gary'; 'Whitesea-Kurt'; 'thomaspollock@paulhastings.com'	'bsmith@gilawfirm.com'; 'Orme-Kipp'; 'Roef-Becky'; Jacobsen-Eric; 'Drook-Gary'; 'Whitesea-Kurt'; 'thomaspollock@paulhastings.com'	ProposedAuditCharter.doc
1463 ACP/AWP	Attachment		01/30/2003	Dietrich-Alan			Revised Audit Committee Charter
1464 ACP/AWP	Email		01/29/2003	Dietrich-Alan			AuditCharterRevised.DOC
1465 ACP/AWP	Attachment		01/28/2003				Audit Charter
1466 ACP	Attachment		06/21/2002				Audit Charter
1467 ACP/AWP	Report		4/25/2003	Special Committee of the Board of Directors and PHJW as special counsel			Draft Board Minutes of Franklin Industries Board Meeting
							Investigation of Richard Hyland's performance and conduct in connection with mis-management of Northwestern and its subsidiaries

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1468	AC/AWP	Memorandum	5/3/2003	Dickey, Jonathan C.	Gibson, Dunn & Crutcher LLP	File	Interview with Richard Hyland
1469	AC/AWP	Memorandum	5/3/2003	Gibson, Dunn & Crutcher LLP	Gibson, Dunn & Crutcher LLP	File	NorthWestern Corp. Summary of Interviews
1470	AC/AWP	Outline	4/6/2003	Gibson, Dunn & Crutcher LLP	Gibson, Dunn & Crutcher LLP		Partial Summary Of Events at Expanets Related to the Restatement at Northwester
1471	AC/AWP	Power Point Presentation	4/10/2003	Gibson, Dunn & Crutcher LLP	Gibson, Dunn & Crutcher LLP		Presentation re: Investigation of Expanets accounting and disclosure issues in 2002
1472	AC/AWP	Notes	3/31/2003	Reake, Tim; Detmer, Ethan	NorthWestern Corp. Audit Committee		Rick Fresta Interview
1473	AC/AWP	Transcribed Notes	3/31/2003	Reake, Tim; Detmer, Ethan			Chris Younger Interview
1474	AC/AWP	Transcribed Notes	3/31/2003	Reake, Tim; Detmer, Ethan			Tim Atkinson Interview
1475	AC/AWP	Notes	4/1/2003	Reake, Tim; Detmer, Ethan			Reggie Vigilante Interview
1476	AC/AWP	Transcribed Notes	4/1/2003	Reake, Tim; Detmer, Ethan			Marty Snella Interview
1477	AC/AWP	Transcribed Notes	4/7/2003	Reake, Tim; Mack, Shelley; Vermiere, Richard; Roos, David			NorthWestern Audit Committee Investigation - Interview of Lonnie Clark
1478	AC/AWP	Memorandum	4/7/2003	Dickey, Jonathan C.	File		NorthWestern Corp/ Special Matter (Summary of Interviews of Dan Newell, Kipp Orms, Kurt Whitesell, Mike Nieman, Eric Jacobson, Marty Barnack, Mike Valente and John Charters)
1479	AC/AWP	Memorandum	5/3/2003	Dickey, Jonathan C.	File		NorthWestern Corp.: Interview with Richard Hyland
1480	AC/AWP	Transcribed Notes	3/27/2003				Meeting with Deloitte & Touche
1481	AC/AWP	Transcribed Notes	3/28/2003				Meeting with Alan Dietrich
1482	AC/AWP	Transcribed Notes	3/28/2003	Asstis, Shoshanan V.			Meeting with Kendall Kiewer
1483	AC/AWP	Memorandum	3/29/2003	Asstis, Shoshanan V.	File		Meeting with Becky Roof
1484	AC/AWP	Transcribed Notes	3/26/2003				Notes on Pollack Interview
1485	AC/AWP	Transcribed Notes	4/25/2003	Asstis, Shoshanan V.			Notes of Interview of Jim Walker

Document No.	Privilege Type	Document	Date	Author	Recipient	CC	Subject
1486	ACJ/AMP	Transcribed Notes					Kristine Donovan Interview
1487	ACJ/AMP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Tom Knapp
1488	ACJ/AMP	Memorandum	3/25/2003	Roake, Timothy K.	File		March 24 and 25, 2003 Briefings from Paul Hastings
1489	ACJ/AMP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Becky Roof
1490	ACJ/AMP	Letter	6/18/2003	Reed, John A.	Drook, Gary G.		Telephone call with Special Litigation Committee of the Board
1491	ACJ/AMP	Power Point Presentation	5/6/2003	Gibson, Dunn & Crutcher LLP	NorthWestern Corp. Audit Committee		Presentation re: investigation of Expatriate Accounting and disclosure issues in 2002
1492	ACJ/AMP	Memorandum	12/22/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 13, 2002 Interview of Confidential Source
1493	ACJ/AMP	Memorandum	11/25/2002	Kennedy, Charles M.	File		November 13, 2002 Source Interview Supplement
1494	ACJ/AMP	Memorandum	12/22/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 26, 2002 Interview with Joy/Lynn Buus
1495	ACJ/AMP	Memorandum	1/12/2002	Sozio, Stephen G.	File	Mr. Cornell; Mr. Kennedy	November 21, 2002 Meeting with John Charters
1496	ACJ/AMP	Memorandum	12/22/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 14, 2002 Interview of Paul Evans
1497	ACJ/AMP	Memorandum		Sozio, Stephen G.	File		November 25, 2002 Interview of Rick Fresia
1498	ACJ/AMP	Memorandum	12/22/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 14, 2002 Interview of Mike Hanson
1499	ACJ/AMP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Meeting with Cliff Hoffman
1500	ACJ/AMP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Interview of Richard Hyland
1501	ACJ/AMP	Memorandum	11/19/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Interview of Marie Lewis
1502	ACJ/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 14, 2002 Interview of David Monaghan
1503	ACJ/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 15, 2002 Interview with Dan Newell
1504	ACJ/AMP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 15, 2002 Meeting with Kurt Whitesel
1505	ACJ/AMP	Memorandum	11/18/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Interview of Kipp Orme

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1506	ACJ/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 26, 2002 Interview with Kipp Orme
1507	ACJ/AWP	Memorandum	11/8/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Interview of Richard Hyland
1508	ACJ/AWP	Memorandum	11/8/2002	Kennedy, Charles M.	File	Mr. Cornell; Mr. Reidy; Mr. Sozio	November 5, 2002 Interview of Kipp Orme
1509		Memorandum	10/13/2002	Leonard, Street and Dehard Professional Association	Expanets, Inc. Board of Directors		NorthWestern Corporation Cash Disbursements to Expanets, Inc.
1510		Memorandum	10/13/2002	Leonard, Street and Dehard Professional Association	Expanets, Inc. Board of Directors		Treatment of NorthWestern Corporation Advances
1511	AWP	Memorandum	12/19/2001	Irving, Euclid A.	Jacobsen, Eric	Patricia, Charles; Conroy, Kevin, Kahn, Marguerite, Vojtek, Michael, Bayne, Douglas, Stojnik, Iwona	NOH Debt Instruments--Flat Closing of MPC Acquisition
1512	Fed. R. Evid.	Letter	04/05/2006	John A. Reding, Esq.	Kurt L. Gotshall; Branch Chief, Securities and Exchange Commission	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	
1513	Fed. R. Evid.	Letter	09/18/2006	John A. Reding, Esq.	Donald M. Hoerl, Laura Metcalf, Kurt L. Gotshall, Securities and Exchange Commission	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	
1514	Fed. R. Evid.	Letter	09/01/2006	John A. Reding, Esq.	Donald Hoerl, Securities and Exchange Commission	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	
1515	Fed. R. Evid.	Email documents	12/20/2006	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gotshall; Noel Franklin, Securities and Exchange Commission	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	
1516	Fed. R. Evid.	Email documents	01/04/2007	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gotshall; Noel Franklin, Securities and Exchange Commission	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	
1517	Fed. R. Evid.	Email documents	01/24/2007	Kurt L. Gotshall, Branch Chief, Securities and Exchange Commission	Kurt L. Gotshall; Noel Franklin, Securities and Exchange Commission	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	
1518	Fed. R. Evid.	Letter	02/06/2007	Kurt L. Gotshall, Branch Chief, Securities and Exchange Commission	John A. Reding Esq.; Edward Han Esq.	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	
1519	Fed. R. Evid.	Letter	03/01/2007	Kurt L. Gotshall, Branch Chief, Securities and Exchange Commission	John A. Reding Esq.	Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1520	ACP	Email	10/03/1983	Beatty, Kim	Austin, Bill; Harper, Colleen; Lopach, Dennis; Jacobsen, Eric; Drock, Gary; Fitzpatrick, John; Thompson, Mark; Hanson, Mike; Corcoran, Pat; Schnum, Roger; Harper, Wayne		PSC's letter to MT Budget Office (redacted)
1521		E-mail	09/26/2003	Whitney, Kate	Lopach, Dennis; Beatty, Kim		PSC & MOC choice of financial expert (redacted)
1522	ACP/IAWP	E-mail and Attachment	11/19/2002	Schnum, Roger	Knapp, Tom		Updated Release
1523	ACP/IAWP	E-mail and Attachment	11/18/2002	Schnum, Roger	Jacobsen, Eric; Hansson, Mike; Knapp, Tom; Orme, Kipp		Latest Draft of Flat Release
1524	ACP/IAWP	E-mail and Attachment	11/14/2002	Gerard, Nicole	Knapp, Tom; Voytek, Michael; Irving, Euclid; Kline, Scott		FW: Going Flat filing
1525	ACP/IAWP	E-mail and Attachment	10/21/2002	Schnum, Roger	Gerard, Roger; Jacobsen, Eric; Young, Michael; Lopach, Dennis; Knapp, Tom		Going Flat Draft Release
1526	ACP	E-mail	11/12/2002	Irving, Euclid A.	Knapp, Tom; Voytek, Michael	Bayleaf, Douglas; Showalter, Patricia	Re: NOR Going Flat Reorganization
1527	ACP/IAWP	E-mail and Attachment	11/12/2002	Gerard, Nicole	Knapp, Tom	Palmiza, Charles	Re: NOR Going Flat Reorganization
1528	ACP	E-mail	10/22/2002	Voytek, Michael	Schmitter, William; Saks, Scott	Voytek, Michael	Re: NOR Going Flat Reorganization
1529	ACP/IAWP	E-mail and Attachment	10/22/2002	Irving, Euclid A.	Knapp, Tom; Patrizia, Charles; Voytek, Michael	Irving, Euclid; Knapp, Tom	Northwestern Flat Structure Closing
1530	ACP/IAWP	E-mail and Attachment	11/07/2002	McCamick, James			Flat Closing Press release
1531	ACP	E-mail and Attachments	11/13/2002	McCamick, James	Knapp, Tom	Sachs, Orrin	FW: Pro forma covenant
1532	ACP	E-mail and Attachment	11/12/2002	Bohrer, Corinne	Knapp, Tom		FW: Colstrip Project Agreements
1533	ACP	E-mail and Attachment	11/12/2002	Balveat, Douglas	Dietrich, Alan	Knapp, Tom	FW: Engineer Certificate
1534	ACP	E-mail	11/12/2002	Orme, Kipp	Jacobsen, Eric	Knapp, Tom	Legal Opinion RE: Mellon Leasing

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1535	ACP	E-mail	11/12/2002	McCarrick, James	Manion, Michael Dietrich, Alan Knapp, Tom Umlauf, Lori		FW: Other Colstrip Opinion Issues
1536	ACP/AWP	E-mail and Attachment	11/19/2002	McCarrick, James	Dietrich, Alan	Knapp, Tom	Revised Opinion
1537	ACP/AWP	E-mail and Attachment	11/18/2002	McCarrick, James	Knapp, Tom		Draft Letter to GE and Mellon
1538	ACP/AWP	E-mail and Attachment	11/18/2002	McCarrick, James	Nieman, Michael Whitesel, Kurt Knapp, Tom		RE: Draft D&T Letter
1539	ACP	E-mail	11/18/2002	Hanson, Mike (CEO)	McCarrick, James Knapp, Tom Michael, Nieman Whitesel, Kurt	Irving, Euclid Sachs, Orrin Voytek, Michael Orme, Kipp	RE: Redraft of Hanson letter
1540	ACP	E-mail	11/15/2002	McCarrick, James	Knapp, Tom	McCarrick, James	Confidential
1541	ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Orrin	Manion, Michael	Knapp, Tom	Going Flat- Documents for Execution
1542	ACP/AWP	E-mail and Attachment	10/14/2002	Levin, Janice E.	Knapp, Tom Young, Michael	Jacobsen, Eric Irving, Euclid Panzica, Charles McCarrick, James Baliveat, Douglas Voytek, Michael	Montana Restructuring
1543	ACP/AWP	E-mail and Attachment	12/02/2002	Staudinger, Gary	Irving, Euclid McCarrick, James	Knapp, Tom Young, Michael Whitesel, Kurt	Draft Bond Application 157-B-19
1544	ACP	E-mail	11/18/2002	Conboy, Kevin	Knapp, Tom Politick, Thomas		Amendment to Credit Agreement
1545	ACP	E-mail	11/15/2002	Conboy, Kevin	Knapp, Tom Voytek, Michael		RE: Credit Agreement
1546	ACP	E-mail	11/13/2002	Conboy, Kevin	Knapp, Tom Voytek, Michael Irving, Euclid Showalter, Patricia		FW: Amendment No. 3
1547	ACP	E-mail	11/04/2002	Conboy, Kevin	Knapp, Tom		Amendment to Credit Agreement
1548	ACP/AWP	E-mail and Attachment	10/28/2002	Conboy, Kevin	Knapp, Tom		FW: Going Flat under the Credit Agreement

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1549	ACP/AWP	E-mail and Attachment	10/28/2002	Orme, Kevin	Orme, Kipp Jacobsen, Eric	Knapp, Tom Voytek, Michael Pollock, Thomas	Going Flat, etc. Northwestern-Cokstrip 4
1550	ACP	E-mail	11/08/2002	Sachs, Omni	Knapp, Tom		
1551	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Orme, Kipp McCarrick, James	Knapp, Tom	FW: Pro forma covenant Re: Pro forma covenant
1552	ACP	E-mail	11/11/2002	Orme, Kipp	McCarrick, James	Knapp, Tom	FW: Pro forma covenant
1553	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Knapp, Tom	Orme, Kipp	FW: Pro forma covenant
1554	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Knapp, Tom	Orme, Kipp	FW: nda
1555	ACP/AWP	E-mail and Attachment	11/06/2002	Balyeat, Douglas	Monaghan, David A	Knapp, Tom	Pollution Control Documents
1556	ACP/AWP	E-mail and Attachment	11/06/2002	Dietrich, Alan	Sachs, Omni	Knapp	Opinions
1557	ACP/AWP	E-mail and Attachment	11/06/2002	Balyeat, Douglas	Monaghan, David A	Knapp, Tom	Pollution Control Documents
1558	ACP/AWP	E-mail and Attachment	10/09/2002	Sachs, Omni	Knapp, Tom Ruffato, Steven Karell, Alan Scott, Richard	Euclid, Irving Voytek, Michael McCarrick, James Showalter, Patricia	FW: Debt Analysis Memo Northwestern-Pollution Control Revenue Bonds
1559	ACP/AWP	E-mail and Attachment	11/17/2002	McCarrick, James	Knapp, Tom		
1560	ACP/AWP	E-mail and Attachment			Orme, Kipp Knapp, Tom Irving, Euclid	RE: Bulletin: Northwestern Corp. restructures subsidiary NWFE LLC	
1561	ACP/AWP	E-mail and Attachment		Dietrich, Alan	Tribble, Kimberly (Kim) S.; Voytek, Michael	Knapp, Tom Jacobsen, Eric	RE: GM Draft Officer's Certificate and Legal Opinion
1562	ACP/AWP	E-mail and Attachment		Levin, Janice	Knapp, Tom	Voytek, Michael	Montana Structuring/Potential Amendment of NCR
1563	ACP	E-mail	10/10/2002	McCarrick, James	Knapp, Tom	Irving, Euclid	FW: Ratings Confirmation
1564	ACP/AWP	E-mail and Attachment	10/10/2002	McCarrick, James	Knapp, Tom	Sachs, Omni	Memo regarding leverage lease refinancing exposure
1565	ACP	E-mail	10/11/2002	Knapp, Tom Manton, Michael	McCarrick, James		FW: Coal Plant value
1566	ACP/AWP	E-mail and Attachment	10/14/2002	Sachs, Omni	Knapp, Tom; Ruffato, Steve; Karell, Alan; alarmey@crowleylaw.com; mayra@crowleylaw.com	Irving, Euclid; Voytek, Michael; McCarrick, James; Showalter, Patricia	RE: Northwestern-Cokstrip 4 leveraged leases

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1567	ACP/AWP	E-mail and Attachment	10/16/2002	Dietrich, Alan	Voytek, Michael Knapp, Tom	Voytek, Michael McCarrick, James Omri	RE: Montana Restructuring—Courtesy Notice to Trustee under NOR's GM
1568	ACP	E-mail	10/15/2002	Irving, Euclid A.	Knapp, Tom	Jacobsen, Eric	RE: Fitch Downgrades NOR
1569	ACP	E-mail	10/14/2002	Orme, Kipp	Knapp, Tom	Jacobsen, Eric	RE: Ratings Confirmation
1570	ACP	E-mail	10/14/2002	Irving, Euclid A.	Knapp, Tom	Jacobsen, Eric	RE: Fitch Downgrades NOR
1571	ACP	E-mail	10/14/2002	Monaghan, David	Knapp, Tom	Jacobsen, Eric	RE: Fitch Downgrades NOR
					Euclid, Irving Knapp, Tom		
1572	ACP	E-mail	09/24/2002	McCarrick, James	akarell@crowley.com	Voytek, Michael Sachs, Omri	Pollution Control Revenue Refunding Bonds Series 1993A and 1993B
1573	ACP	E-mail	08/29/2002	Knapp, Tom	Dietrich, Alan	Jacobsen, Eric	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1574	ACP	E-mail and Attachment	08/30/2002	Dietrich, Alan	Knapp, Tom	Jacobsen, Eric	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1575	ACP/AWP	E-mail and Attachment	09/25/2002	McCarrick, James	Knapp, Tom		Comments
1576	ACP	E-mail and Attachment	09/25/2002	Knapp, Tom	McCarrick, James		FW: QUIPS
1577	ACP/AWP	E-mail and Attachment	09/25/2002	Knapp, Tom	McCarrick, James		FW: First Mortgage
1578	ACP	E-mail	09/25/2002	Mention, Michael	Knapp, Tom		RE: Colstrip
1579	ACP	E-mail	09/26/2002	McCarrick, James	Knapp, Tom		FW: Colstrip Project Agreements
1580	ACP	E-mail	09/26/2002	Monaghan, David	Knapp, Tom; Orme, Kipp		RE: Colstrip 4 leveraged leases
1581	ACP	E-mail	09/26/2002	Farnes, Michael	Knapp, Tom		RE: Colstrip Project
1582	ACP/AWP	E-mail and Attachment	09/27/2002	Dietrich, Alan	Knapp, Tom		FW: Colstrip Lease Documents
1583	ACP/AWP	E-mail and Attachment	10/03/2002	Sachs, Omri	Knapp, Tom	McCarrick, James	NG Transition Bonds Northwestern In house Opinion
1584	ACP	E-mail and Attachment	10/03/2002	Dietrich, Alan	Knapp, Tom		FW: NG Transition Bonds Northwestern In house Opinion
1585	ACP/AWP	E-mail and Attachment	10/03/2002	Sachs, Omri	Knapp, Tom	McCarrick, James	RE: NG Transition Bonds Northwestern—Assignment and Assumption Agreement
1586	ACP/AWP	E-mail and Attachment	09/18/2002	Knapp, Tom	Monaghan, David A		RE: Colstrip 120 Day Notice Letter
1587	ACP/AWP	E-mail and Attachment	09/17/2002	Knapp, Tom	Dietrich, Alan; Orme, Kipp		FW: QUIPS
1588	ACP	E-mail	09/18/2002	Knapp, Tom	Piazzola, Maryann		RE: Colstrip 120 Day Notice Letter
1589	ACP	E-mail	08/28/2002	Knapp, Tom	Rushton, Lisa		RE: Dot Letter

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1590 ACP	E-mail	08/28/2002	Marion, Michael	Knapp, Tom; Rushton, Lisa; suftallow@crowleylaw.com			Re: Permits in NOI
1591 ACP/AWP	E-mail and Attachment	08/27/2002	Ruffato, Steve	Knapp, Tom; Walsh, Richard; Rushton, Lisa	Ruffato, Steve; Walsh, Richard; Knapp, Tom; Rushton, Lisa		RE: Dot Letter
1592 ACP/AWP	E-mail and Attachment	08/27/2002	Rushton, Lisa	Ruffato, Steve; Walsh, Richard; Knapp, Tom; Rushton, Lisa	Walsh, Richard; Rushton, Lisa; Knapp, Tom; Asay, Pat; Ruffato, Steve; Marion, Michael		Re: Dot Letter
1593 ACP	E-mail	08/16/2002	Rushton, Lisa				RE: Information for forest service & BLM Applications
1594 ACP	E-mail	08/15/2002	S.	Knapp, Tom	Irving, Euclid; Rushton, Lisa		Proposed form of license/permit notice
1595 ACP/AWP	E-mail and Attachment	08/13/2002	Rushton, Lisa	Knapp, Tom Ort, Gary Walsh, Barry Walsh, Richard Pat Shea, Rose	Asay, Pat Walsh, Richard Rushton, Lisa		
1596 ACP	E-mail	08/03/2002	Knapp, Tom	Asay, Pat Walsh, Richard Rushton, Lisa	Ralph, Pamela Sanchez, Rosa		Revised Table
1597 ACP	E-mail	10/11/2002	Kindt, E	Marion, Michael Knapp, Tom McCamick, James			Re: Costs of permitting and licenses
1598 ACP/AWP	E-mail and Attachment	10/28/2002	Staudinger, Gary	McCamick, James	Knapp, Tom Irving, Euclid Sachs, Omri		Re: Summary of Key Terms from Colstrip Leverage Lease
1599 ACP	E-mail	10/29/2002	McCamick, James	Knapp, Tom	Voytek, Michael		Re: Draft Release Papers for NWE 1st Mortgage
1600 ACP	E-mail	10/28/2002	Sachs, Omri	Knapp, Tom	McCamick, James		Re: Colstrip Project Agreement
1601 ACP/AWP	E-mail and Attachment	10/21/2002	McCamick, James	Knapp, Tom			Re: Northwestern PCRB
1602 ACP	E-mail	10/18/2002	McCamick, James	Voytek, Michael	Sachs, Omri Irving, Euclid Knapp, Tom		Partial Release from 1st Mortgage
1603 ACP/AWP	E-mail and Attachment	10/17/2002	S.	Irving, Euclid McCamick, James Sachs, Omri Courtney, Kevin Voytek, Michael			FW: PCRB 1993A and 1993B Loan Agreements
1604 ACP/AWP	E-mail and Attachment	10/08/2002	Hong, Jennifer L.	Voytek, Michael Sachs, Omri			Draft forms
				McCamick, James			FERC Securities Application Drafts

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1605 ACP/AWP	E-mail and Attachment	10/09/2002	Hong, Jennifer L.	Whitesell, Kurt; Dietrich, Alan; Knapp, Tom; Marion, Michael; Monaghan, David; Lopach, Dennis; Young, Michael	Patrizia, Charles; Gerrard, Nicole; Kline, Scott; Sachs, Orrin; McCarrick, James; Voytek, Michael; Irving, Euclid	Chase, Nedra	FERC Application for Assumption of MPC Debt Draft
1606 ACP	E-mail	10/10/2002	Hong, Jennifer L.	Staudinger, Gary; Knapp, Tom; Marion, Michael	Lopach, Dennis; Corcoran, Patrick; Knapp, Tom	Chase, Nedra	RE: FERC Application for Assumption of MPC Debt
1607 ACP	E-mail	10/10/2002	Hong, Jennifer L.	Knapp, Tom	Knapp, Tom	Chase, Nedra	RE: FERC Application for Assumption of MPC Debt
1608 ACP	E-mail	10/10/2002	Hong, Jennifer L.	Knapp, Tom	Knapp, Tom	Chase, Nedra	RE: FERC Application for Assumption of MPC Debt
1609 ACP	E-mail	10/22/2002	Irving, Euclid A.	Knapp, Tom	Knapp, Tom	Chase, Nedra	RE: NOR FERC Application
1610 ACP	E-mail	10/16/2002	Hong, Jennifer L.	Knapp, Tom	Knapp, Tom	Chase, Nedra	RE: Revised FERC Securities Application
1611 ACP	E-mail	10/16/2002	Lopach, Dennis	Hong, Jennifer	Knapp, Tom	Chase, Nedra	RE: Revised FERC Securities Application
1612 ACP/AWP	E-mail and Attachment	10/14/2002	Staudinger, Gary	Hong, Jennifer	Marion, Michael; Lopach, Dennis; Niedra, Patrick	Corcoran, Chase, Niedra	Assumption of Liabilities Document
1613 ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Orrin	Bohner, Corinne	Hanson, Mike; Knapp, Tom; McCarrick, James; Voytek, Michael; Showalter, Patricia	Chase, Niedra	Going Flat-Documents for Execution
1614 ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Orrin	Jacobson, Eric	Hanson, Mike; Knapp, Tom; McCarrick, James; Voytek, Michael; Showalter, Patricia	Chase, Niedra	Going Flat-Documents for Execution
1615 ACP	E-mail	11/13/2002	McCarrick, James	Orme, Kipp	Nierman, Michael; Knapp, Tom	Chase, Niedra	Going Flat-Documents for Execution
1616 ACP/AWP	E-mail and Attachment	10/07/2002	Levin, Janice	Knapp, Tom; Young, Michael; Jacobson, Eric; Irving, Euclid; Paritz, Charles; McCarrick, James; Balyeat, Douglas; Voytek, Michael	Knapp, Tom; Irving, Euclid	Chase, Niedra	RE: Pro forma for Northwestern Going Flat Transaction
1617 ACP/AWP	E-mail and Attachment	10/22/2002	Ruffato, Steve	Knapp, Tom; Voytek, Michael; Sachs, Orrin; McCarrick, James	Knapp, Tom; Voytek, Michael; Sachs, Orrin; McCarrick, James	Chase, Niedra	Montana Restructuring
1618 ACP	E-mail	10/21/2002	Ruffato, Steve	Knapp, Tom; Voytek, Michael	Knapp, Tom; Voytek, Michael	Chase, Niedra	Transfer Agreement
1619 ACP	E-mail	10/28/2002	Trible, Kimberly (Kim) S.	Young, Michael	Irving, Euclid; Voytek, Michael	Chase, Niedra	Back to Back Agreement
1620 ACP/AWP	E-mail and Attachment	11/04/2002	Balyeat, Douglas	Ruffato, Steve; Knapp, Tom; Devoe, Michael	Irving, Euclid; Voytek, Michael	Chase, Niedra	Goring Flat Transaction

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1621	ACP	E-mail	11/12/2002	Ruffato, Steve	Balveat, Douglas; Showalter, Patricia; Knapp, Tom	McCarrick, James Voytek, Michael Sachs, Omri	RE: Going Flat Transaction--Documents
1622	ACP	E-mail	11/11/2002	Ruffato, Steve	Showalter, Patricia; Knapp, Tom	McCarrick, James; Voytek, Michael; Sachs, Omri; Balveat, Douglas	RE: Going Flat Transaction--Documents
1623	ACP/AWP	E-mail and Attachment	11/15/2002	Balveat, Douglas	Lopach, Dennis		Revised Transfer Agreement
1624	ACP	E-mail	11/18/2002	Balveat, Douglas	Knapp, Tom		Re: Going Flat work
1625	ACP	E-mail	11/05/2002	Showalter, Patricia	Knapp, Tom		Re: Stock Certificates